

Presentment Date and Time: June 15, 2009 at 4:00 p.m (Prevailing Eastern Time)

Objection Deadline: June 15, 2009 at 12:00 p.m (Prevailing Eastern Time)

Hearing Date and Time (If an Objection is Filed): June 17, 2009 at 2:00 p.m. (Prevailing Eastern Time)

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Richard P. Krasnow

Attorneys for Debtors

and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtors.	: (Jointly Administered)
	:
	:
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**NOTICE OF PRESENTMENT OF APPLICATION OF THE  
DEBTORS PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE  
BANKRUPTCY CODE AND RULE 2014 OF THE FEDERAL RULES OF  
BANKRUPTCY PROCEDURE FOR AUTHORIZATION TO EMPLOY  
AND RETAIN PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL  
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO THE ENGAGEMENT DATE**

**PLEASE TAKE NOTICE** that the undersigned will present the annexed Application (the "Application") of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases (together, the "Debtors") pursuant to sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, for authorization to employ Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") as special counsel, *nunc pro tunc* to the Engagement Date, all as more fully described in the Application, to the Honorable James M. Peck, United States Bankruptcy Judge, for approval and signature on **June 15, 2009 at 4:00 p.m. noon (Prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court’s case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York, 10004, Courtroom 601; (ii) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York, 10153, Attn: Richard P. Krasnow, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York, 10004, Attn: Andy Velez-Rivera, Esq., Paul Schwartzberg, Esq., Brian Masumoto, Esq., Linda Riffkin, Esq., and Tracy Hope Davis, Esq.; (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York, 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the Official Committee of Unsecured Creditors appointed in these cases; and (v) Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 36th Floor, New York, NY 10017-2024, Attn: Dean A. Ziehl, **so as to be so filed and received by no later than June 15, 2009 at 12:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that only if a written objection is timely filed and served, a hearing will be held on **June 17, 2009, at 2:00 p.m. (Prevailing Eastern**

**Time)** at the United States Bankruptcy Court for the Southern District of New York, Honorable James M. Peck, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408. If an objection is filed the moving and objecting parties are required to attend the hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: June 3, 2009  
New York, New York

/s/ Richard P. Krasnow

Richard P. Krasnow

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
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Debtors.	:
	:
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Chapter 11 Case No.  
08-13555 (JMP)  
(Jointly Administered)

**APPLICATION OF THE DEBTORS  
PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE  
BANKRUPTCY CODE AND RULE 2014 OF THE FEDERAL RULES  
OF BANKRUPTCY PROCEDURE FOR AUTHORIZATION TO  
EMPLOY AND RETAIN PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL  
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO THE ENGAGEMENT DATE**

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), file this Application to employ Pachulski Stang Ziehl & Jones LLP ("PSZJ") as special counsel and respectfully represent:

**Background**

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the "Commencement Date"), LBHI and certain of its subsidiaries commenced with

this Court voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed a statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee").

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 ("SIPA") with respect to Lehman Brothers Inc. ("LBI"). A trustee appointed under SIPA is administering LBI's estate.

4. On January 19, 2009, the U.S. Trustee appointed Anton R. Valukas as examiner in the above-captioned chapter 11 cases (the "Examiner") and by order, dated January 20, 2009 [Docket No. 2583] the Court approved the U.S. Trustee's appointment of the Examiner.

### **Jurisdiction**

5. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

### **Lehman's Business**

6. Prior to the events leading up to these chapter 11 cases, Lehman was the fourth largest investment bank in the United States. For more than 150 years, Lehman has been a leader in the global financial markets by serving the financial needs of corporations, governmental units, institutional clients and individuals worldwide.

7. Additional information regarding the Debtors' businesses, capital structures, and the circumstances leading to the commencement of these chapter 11 cases is contained in the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, filed on September 15, 2008 [Docket No. 2].

**Relief Requested**

8. By this Application, the Debtors request entry of an order, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules, and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), authorizing the employment of PSZJ as special counsel for LBHI and Lehman Commercial Paper, Inc. ("LCPI") (collectively, the "Lehman Entities"), effective *nunc pro tunc* to February 25, 2009 (the "Engagement Date") with respect to the matters arising in the chapter 11 cases (the "SunCal Chapter 11 Cases") of Palmdale Hills Property, LLC, SunCal Beaumont Heights, LLC, SCC/Palmdale, LLC, SunCal Johannson Ranch, LLC, SunCal Summit Valley, LLC, SunCal Emerald Meadows LLC, SunCal Bickford Ranch, LLC, Acton Estates, LLC, Seven Brothers LLC, SJD Partners, Ltd., SJD Development Corp., Kirby Estates, LLC, SunCal Communities I, LLC, SunCal Communities III, LLC, SCC Communities LLC, North Orange Del Rio Land, LLC, Tesoro SF LLC, LB-L-SunCal Oak Valley, LLC, SunCal Heartland, LLC, LB-L-SunCal Northlake, LLC, SunCal Marblehead, LLC, SunCal Century City, LLC, SunCal PSV, LLC, Delta Coves Venture, LLC, SunCal Torrance, LLC, and SunCal Oak Knoll, LLC (collectively, the "SunCal Debtors"), which are pending in the Bankruptcy Court for the Central District of California (the "California Bankruptcy Court") under jointly administered Case No. 08-17206. Specifically, PSZJ has been engaged with respect to the following matters

(collectively, the "Representative Matters"): (i) representing the Lehman Entities in relation to any issues arising with respect to any disclosure statement(s) and plan(s) of reorganization filed by the SunCal Debtors, including pending and anticipated litigation with respect thereto; (ii) representing the Lehman Entities in relation to prosecuting or defending various other motions and other matters in the SunCal Chapter 11 Cases to protect the Lehman Entities' rights; and (iii) representing the Lehman Entities in litigation pending against them in the California Bankruptcy Court, entitled *Palmdale Hills Property, LLC v. Lehman ALI, Inc., et al.*, Adv. P. 09-01005. PSZJ's services will be limited to matters in the California Bankruptcy Court and any appellate courts with respect to appeals arising in connection with the Representative Matters, and PSZJ does not seek to be employed with respect to matters pending or that may arise in this Court, other than matters pertaining to PSZJ's employment and matters arising in connection with the SunCal Chapter 11 Cases.

9. Furthermore, the Debtors request that PSZJ's retention be made effective *nunc pro tunc* to the Engagement Date to allow the Firm to be compensated for work performed on behalf of the Debtors on or after February 25, 2009, but prior to the submission of this Application. PSZJ was under time pressure to continue rendering services, including numerous court-imposed filing deadlines, as well as addressing issues arising in the SunCal Chapter 11 Cases that needed immediate attention. Therefore, the Debtors submit that the highly complex and extraordinary circumstances of these chapter 11 cases and the SunCal Chapter 11 Cases warrant retroactive approval, particularly since PSZJ provided necessary services to the Debtors and such services are of value to the estate and all parties in interest. *See In re Hasset, Ltd.*, 283 B.R. 376, 379 (Bankr. E.D.N.Y. 2002) (approving *nunc pro tunc* retention application and recognizing that "*nunc pro tunc* applications are disfavored in this Circuit, *see In re Hazen*

*Agricultural Products Service, Inc.*, 109 B.R. 602 (Bankr. W.D.N.Y. 1990), but have been permitted when the attorney performs services of 'value' to the estate"); *see also In re Jarvis*, 53 F.3d 416 (1st Cir. 1995) (finding that a bankruptcy court may grant *post facto* application if employment meets statutory requirements and delay results from extraordinary circumstances); *In re Arkansas Co. Inc.*, 798 F.2d. 645 (3d Cir. 1986) (opining that bankruptcy courts have discretion in extraordinary circumstances to retroactively approve a professional's employment); *In re Triangle Chems. Inc.*, 697 F.2d 1280 (5th Cir. 1983) (holding that a bankruptcy court has discretion, as a court of equity, to consider whether such approval of employment should be granted *nunc pro tunc*).

#### **Basis for Relief**

10. The Debtors' knowledge, information, and belief regarding the matters set forth in this Application are based on and made in reliance upon the Declaration of Dean A. Ziehl (the "Ziehl Declaration"), sworn to on June 3, 2009, a copy of which is attached as Exhibit A.

11. The retention of PSZJ under the terms described herein is appropriate under Bankruptcy Code sections 327(e), 328(a) and 1107(b). Section 327(e) provides for the appointment of special counsel where the proposed counsel does not possess any interest materially adverse to the debtor with regard to the matter(s) that will be handled by counsel. Section 327(e) provides:

The trustee, with the court's approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.



11 U.S.C. § 327(e). Moreover, section 1107(b) provides that "a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the case."

11 U.S.C. § 1107(b).

12. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel who previously represented a debtor prepetition provided that: (a) the appointment is in the best interest of the debtor's estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not rise to the level of conducting the bankruptcy case for the debtor in possession. *See In re DeVlieg, Inc.*, 174 B.R. 497 (N.D. Ill. 1994). *See In re AroChem Corp.*, 176 F.3d 610, 622 (2d Cir. 1999) (noting that "where the interest of the special counsel and the interest of the estate are identical *with respect to the matter for which special counsel is retained*, there is no conflict and the representation can stand") (emphasis in original). As explained more fully below, the Debtors submit that each of these factors is satisfied with respect to PSZJ and, therefore, its retention should be approved under section 327(e) of the Bankruptcy Code.

**The Employment and Retention of PSZJ is in the Best Interests of the Estates**

13. The Debtors have decided to retain PSZJ because PSZJ is well qualified to act as special counsel in the Representative Matters for which it has been asked to provide legal counsel. Here, the Debtors selected PSZJ as special counsel with respect to the Representative Matters described above. As described in the Ziehl Declaration, PSZJ has extensive knowledge and experience with each of these kinds of matters. PSZJ has substantial experience in virtually all aspects of the law that may arise in its representation of the Debtors with respect to the

Representative Matters, including, among others, insolvency, corporate, finance, litigation, and real estate issues. In addition, PSZJ has extensive experience and expertise practicing before the California Bankruptcy Court.

14. For these reasons, the Debtors submit that the employment of PSZJ is in the best interests of the Debtors, their estates and their creditors.

**PSZJ Holds No Interest Adverse to the Debtors or the Debtors' Estates With Respect to the Representative Matters**

15. To the best of the Debtors' knowledge, and except as may be set forth in the Ziehl Declaration, PSZJ does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters as to which PSZJ is to be employed. *See In re AroChem*, 176 F.3d at 622 (emphasizing that, under section 327(e) of the Bankruptcy Code, potential conflicts must be evaluated only with respect to the scope of the proposed retention). The Debtors have been informed that PSZJ will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise and, if any new relevant facts or relationships are discovered, PSZJ will supplement its disclosure to the Court.

16. PSZJ has informed the Debtors that it is not owed any amounts in unpaid fees and expenses from the Debtors as of the Commencement Date.

17. Based on the foregoing and the disclosures set forth in the Ziehl Declaration, the Debtors submit that PSZJ does not hold or represent any interest adverse to the Debtors or the Debtors' estates with respect to the matters on which PSZJ is to be employed.

**PSZJ will not Conduct the Debtors' Bankruptcy Case**

18. By separate applications, the Debtors have sought and obtained the Court's approval to retain and employ Weil, Gotshal & Manges LLP as the Debtors' general bankruptcy

counsel, and Curtis, Mallet-Prevost, Colt & Mosle LLP as conflicts counsel. By contrast, PSZJ's postpetition work is comprised substantially of the Representative Matters. None of these matters involve the conduct of the bankruptcy cases themselves. Additionally, because PSZJ is not serving as the Debtors' bankruptcy counsel, the Debtors believe that PSZJ has not rendered "services . . . in contemplation of, or in connection with the case" within the meaning of section 329(a) of the Bankruptcy Code. Accordingly, the services rendered and functions to be performed by PSZJ will not be duplicative of any bankruptcy-related work performed by other law firms retained by the Debtors. Furthermore, PSZJ will coordinate with the Debtors' other professionals to ensure that its services are, to the maximum extent possible, complimentary to other professionals' services.

#### **Professional Compensation**

19. The Debtors understand that PSZJ intends to apply separately to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and all orders of this Court governing professional services performed and expenses incurred after the Commencement Date. To that end, PSZJ has agreed to submit applications for interim and/or final allowances of compensation pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of this Court.

20. PSZJ has further informed the Debtors that the current hourly billing rates for PSZJ professionals expected to spend significant time on the Representative Matters range from \$795 to \$850 for partners, \$475 to \$575 for counsel, \$295 to \$395 for associates, and \$150

to \$195 for paralegals.<sup>1</sup> The Debtors respectfully submit that such rates are reasonable and comparable to the rates other firms charge for similar services. For services rendered by PSZJ in these cases, the Debtors, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, all guidelines promulgated by the U.S. Trustee, and orders of the Court, propose to pay PSZJ its customary hourly rates that are in effect from time to time, as set forth in the Ziehl Declaration.

**The Relief Requested is Appropriate**

21. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

**Notice**

22. The Debtors have served notice of this Application in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on: (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

23. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

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<sup>1</sup> Such hourly rates may change from time to time in accordance with PSZJ's established billing practices and procedures.

WHEREFORE the Debtors respectfully request that the Court grant the relief  
requested herein and such other and further relief as it deems just and proper.

Dated: June 3, 2009  
New York, New York

/s/ Richard P. Krasnow

Richard P. Krasnow

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

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Attorneys for Debtors  
and Debtors in Possession

**Exhibit A**

**Ziehl Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,  
  
Debtors.

: Chapter 11  
:  
: Case No. 08-13555 (JMP)  
:  
: (Jointly Administered)  
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**DECLARATION OF DEAN A. ZIEHL IN SUPPORT OF THE  
APPLICATION OF THE DEBTORS PURSUANT TO SECTIONS 327(e) AND 328(a)  
OF THE BANKRUPTCY CODE AND RULE 2014 OF THE FEDERAL RULES  
OF BANKRUPTCY PROCEDURE FOR AUTHORIZATION TO EMPLOY  
AND RETAIN PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL  
COUNSEL TO THE DEBTORS, NUNC PRO TUNC TO THE ENGAGEMENT DATE**

Pursuant to sections 327, 328 and 329 of the Bankruptcy Code, Bankruptcy Rules

2014(a) and 2016(b) and 28 U.S.C. § 1746, Dean A. Ziehl declares:

1. I am a partner of the firm of Pachulski Stang Ziehl & Jones LLP ("PSZJ"), 780 Third Ave., 36<sup>th</sup> Floor, New York, New York 10017, and am admitted to practice law in the States of California and New York, as well as the District of Columbia. I am also admitted to practice before various district and circuit courts including the Southern District of New York and the Second Circuit Court of Appeals.

2. I submit this Declaration in support of the application dated June 3, 2009 (the "Application")<sup>1</sup> filed by Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases (together, the "Debtors") seeking authorization to employ PSZJ as special counsel to the Lehman Entities with respect to the Representative Matters *nunc pro tunc* to the Engagement Date, as described in greater detail below and in the Application, and to provide the disclosures required under Bankruptcy Rules 2014(a) and 20 16(b). All facts set

<sup>1</sup> Any capitalized term not defined herein shall have the meaning given to it in the Application.

forth below in this Declaration are based upon information from, and discussions I or other PSZJ personnel reporting to me have had with, certain of my colleagues and the attorney at PSZJ responsible for conflicts matters. The facts below are also based on a review of the list provided to PSZJ by Weil, Gotshal & Manges LLP ("WGM"), the Debtors' general bankruptcy counsel, on March 12, 2009 (as updated by WGM on May 20, 2009, the "Conflicts Checklist"), a copy of which is attached as Schedule 1 hereto, setting forth certain of the creditors and other parties in interest (collectively, the "Interested Parties") of LBHI and its affiliated debtors and debtors in possession in the above-referenced chapter 11 cases (together, the "Debtors") performed by the persons within PSZJ responsible for maintaining records of our representations, with the assistance of attorneys at PSZJ. Based on the foregoing, if I were called upon to testify, I could and would testify competently to the facts set forth herein. I am authorized to submit this Declaration on behalf of PSZJ.

**Services Performed by PSZJ**

3. The Debtors seek to retain PSZJ as special counsel to the Lehman Entities pursuant to section 327(e) of the Bankruptcy Code, *nunc pro tunc* to the Engagement Date, to perform legal services in connection with the Representative Matters set forth below and in the Application. PSZJ has extensive knowledge and experience with each of these kinds of matters, and has substantial experience in virtually all aspects of the law that may arise in its representation of the Debtors with respect to the Representative Matters, including, among others, insolvency, corporate, finance, litigation, and real estate issues. In addition, PSZJ has extensive experience and expertise practicing before the California Bankruptcy Court. Accordingly, I believe that PSZJ is both well qualified and uniquely able to provide the services described below and that its retention would be in the best interest of the Debtors' estates, its creditors and other parties in interest.



4. After the Commencement Date, at the Debtors' request, PSZJ assisted the Lehman Entities in connection with the Representative Matters. Pursuant to the Application, the Debtors request *nunc pro tunc* approval of the fees and expenses incurred by PSZJ in the provision of services in connection with such matters as of the Engagement Date.

5. In connection with certain of the Representative Matters, PSZJ also will be representing the following non-debtor affiliates of the Lehman Entities: Lehman ALI, Inc.; Northlake Holdings, LLC; OVC Holdings, LLC; LBREP II/Suncal Land Fund Member, LLC; Oak Valley, LLC; SCLV Northlake, LLC; and LB/L DUC III Master LLC. PSZJ will be paid by the foregoing non-debtor affiliates for services provided on their behalf in connection with certain of the Representative Matters.

6. WGM will represent the Debtors in connection with the financial restructuring of the Debtors and bankruptcy-specific issues. Because PSZJ is not serving as the Debtors' bankruptcy counsel, it is my view that PSZJ has not rendered "services. . . in contemplation of, or in connection with the case" within the meaning of section 329(a) of the Bankruptcy Code. PSZJ's postpetition work hereafter will be comprised of continuing to represent the Lehman Entities in connection with the Representative Matters. None of such matters involves the conduct of the bankruptcy cases themselves. Accordingly, the services rendered and functions to be performed by PSZJ will not be duplicative of any bankruptcy-related work performed by WGM or any other law firms retained by the Debtors. As a result of the foregoing, I believe that PSZJ is qualified to represent the Debtors as special counsel pursuant to section 327(e) of the Bankruptcy Code.

**"Connections" of PSZJ**

7. To check and clear potential conflicts of interest in these cases, as well as to determine all "connections"<sup>2</sup> to the Debtors, their creditors, other parties in interest, their respective attorneys and accountants, the U.S. Trustee or any person employed by the U.S. Trustee, PSZJ researched its client database for the past two years to determine whether it had any relationships with the Interested Parties. To the extent that PSZJ's research of its relationships with the Interested Parties indicates that PSZJ has represented in the past two years, or currently represents, any of these entities, the identities of these entities and such entities' relationship to the Debtors and connection to PSZJ are set forth below.

8. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor PSZJ, nor any partner or associate thereof, has any connection with the Debtors, their creditors, the U.S. Trustee or any other parties with an actual or potential interest in these chapter 11 cases or their respective attorneys or accountants, except as set forth below.

9. Further, to the best of my knowledge, PSZJ does not represent or hold any interest adverse to the Debtors or the Debtors' estates with respect to the Representative Matters.

10. The Debtors are a large global enterprise with thousands of parties in interest. PSZJ (a) may from time to time have represented, (b) may currently represent, and (c) may in the future represent many entities that are parties in interest in these cases in matters unrelated to the Debtors.

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<sup>2</sup> To the best of my knowledge, neither the term "connection" as used in Bankruptcy Rule 2014 nor the proper scope of a professional's search for "connections" has been completely defined, and I am therefore required to exercise some degree of professional judgment in applying that term to the facts of which I am aware, as well as in defining the scope of how to search for such facts. Out of an abundance of caution, I may be disclosing items that are not, in my judgment, disqualifying or problematic under either the Bankruptcy Code or applicable standards of professional ethics.

11. PSZJ has historically been, and may continue to be, adverse to the Debtors and their affiliates in a variety of matters, including, without limitation, the representation of debtors in chapter 11 cases in which one of the Lehman Entities or its affiliates is a creditor or equity holder, including without limitation the debtors in *In re Mortgage Lenders Network USA, Inc.*, Case No. 07-10146, and *In re Aegis Corporation, et al.*, Case No. Case No. 07-11119, currently pending in the United States Bankruptcy Court for the District of Delaware. PSZJ may file proofs of claim on behalf of Mortgage Lenders Network USA, Inc. ("MLN") and Aegis Corporation and its affiliates (collectively, "Aegis") against one or more of the Debtors in these cases. PSZJ is not representing any debtors, including MLN and Aegis, with respect to the Representative Matters.

12. PSZJ also represents many committees, whose members may be creditors or equity holders in the Debtors' bankruptcy cases; however, PSZJ is not representing any of those entities with respect to the Representative Matters and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

13. In addition, PSZJ represents an entity that entered into certain financing agreements with certain of the Lehman Entities and their affiliates (the "Lehman Obligors") prior to the Commencement Date. The foregoing obligations have been assumed by the purchaser of the assets of certain Lehman Obligors, and the Lehman Obligors and PSZJ's client have settled all disputes with respect to obligations owed to the Lehman Obligors. PSZJ is not representing such entity with respect to the Representative Matters.

14. PSZJ expects to continue to represent the clients set forth above in their current matters within the limits of section 327 (e) of the Bankruptcy Code and will not represent any such entities with respect to the Representative Matters for which PSZJ is proposed to be retained by the Debtors.

15. PSZJ also historically has represented certain counterparties as borrowers under credit agreements with certain of the Debtors or their affiliates as lenders in connection with out-of-court debt restructurings. Such matters are now closed and PSZJ will not represent such clients with respect to the Representative Matters.

16. I understand that the Debtors will retain various professionals during the pendency of these cases to aid in the prosecution of the Debtors' chapter 11 cases. I have been advised that the Debtors have retained, among others, the following professionals: WGM, as general bankruptcy counsel, Curtis, Mallet-Prevost, Colt & Mosle LLP as conflicts counsel and Alvarez & Marsal North America, LLC, as restructuring advisor. Over the past years, attorneys at PSZJ have worked with certain of these professionals on various matters, representing either the same parties, parties with similar interests or parties with adverse interests. In addition, certain of these firms may have been clients of PSZJ.

17. In addition, during the course of the Debtors' chapter 11 cases, the Debtors may retain additional or different professionals, not all of which are or can currently be identified. Further, the Conflicts Checklist does not disclose the identities of all of the various professionals that have been retained, or are being considered for retention by the various parties in interest. Therefore, we are unable to determine if PSZJ has a client or other relationship with such as yet unidentified advisors or their affiliates. However, we believe it likely that many of the professionals who may appear in these cases are trustees, witnesses, advisors or counsel, as the case may be, in transactions or cases in which PSZJ also represents a client. PSZJ may retain various such professionals or affiliates thereof to provide forensic, litigation support and financial advisory services to PSZJ or PSZJ's clients in a variety of past, present or future engagements. Current employees at PSZJ may be former employees of, or related to employees of, one or more

of the other professionals in this case. In addition, attorneys at PSZJ belong to professional organizations to which other professionals who may appear in these cases may also belong.

18. PSZJ also may represent from time to time other clients that are co-defendants with one or more of the Debtors, but I do not believe that there is any adversity between such co-defendants and the Debtors.

19. In addition, PSZJ may have represented, may currently represent, or may in the future represent, other clients in bankruptcy matters or other matters unrelated to these cases in which one or more parties in interest (or an affiliate) or a professional involved in these cases, including, but not limited to those listed on the Conflict Checklist, happens to be involved, although not as PSZJ's client.

20. PSZJ may also represent, in matters unrelated to the Debtors, competitors of the Debtors.

21. I do not understand Bankruptcy Rule 2014(a) or other applicable law to require disclosure of each present or future engagement PSZJ receives from a party in interest as long as it is unrelated to these cases. PSZJ intends to accept engagements from other parties in interest (whether existing or new clients). As described above, PSZJ has undertaken a detailed search to determine whether it represents, or has represented in the last two years, any of the Interested Parties listed on the Conflicts Checklist, and the identities of such entities and such entities' relationship to the Debtors and connection to PSZJ is set forth herein. PSZJ, however, does not and will not represent any of the Interested Parties with respect to the matters for which PSZJ is being retained hereunder.

22. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are a large enterprise with many creditors and other relationships, and PSZJ is unable to state with certainty that every client connection of PSZJ

has been disclosed. In this regard, if PSZJ discovers additional information that requires disclosure, PSZJ will file supplemental disclosures with the Court.

**Securities Ownership**

23. Certain individual attorneys at PSZJ may own, or have beneficial interests in trusts owning, shares in the Debtors and securities of related entities and may own shares in other parties in interest.

24. PSZJ notes, however, that a large number of the Debtors' debt and equity securities are held by various mutual funds, trusts and portfolios and accounts that are managed by various advisors. PSZJ does not know the ultimate beneficial owners of the funds, although it is believed they are widely held. Similarly, many of the Debtors' securities are registered in the name of Depositary Trust Company or its nominee, and securities entitlements to such securities are held through securities accounts maintained by brokers, investments advisors and other securities intermediaries. The ultimate owners of the securities entitlements are unknown to PSZJ, except for those reported on the Conflicts Checklist. It is possible that some of such holders may be clients of PSZJ.

**Various Commercial Relationships with Parties in Interest**

25. Some attorneys at or employees of PSZJ may receive services from the Debtors, other parties in interest or professionals involved in these cases. Attorneys at or other employees at PSZJ or their spouses or relatives may have beneficial ownership of securities issued by, or banking, insurance, brokerage or money management relationships with, other parties in interest. Attorneys at PSZJ may have relatives or spouses who are members of professional firms involved in these cases or employed by parties in interest. We have conducted no investigation of our colleagues' banking, insurance, brokerage or investment activities or familial connections in preparing this Declaration.

**No Amounts Owed to PSZJ as of Commencement Date**

26. PSZJ is not owed any amounts in unpaid fees and expenses incurred from the Debtors as of the Commencement Date.

**Fees and Engagement**

27. Pursuant to Bankruptcy Code section 329(a), PSZJ discloses that during the one-year period before the Commencement Date, PSZJ has received no payment from the Debtors.

28. PSZJ intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of the Bankruptcy Court and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ.

29. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals designated to represent the Debtors and their current standard hourly rates are:

Richard M. Pachulski	\$850.00 per hour
Dean A. Ziehl	\$795.00 per hour
Harry D. Hochman	\$575.00 per hour
Shirley Cho	\$595.00 per hour
Maria A. Bove	\$475.00 per hour
David A. Abadir	\$350.00 per hour
Michael A. Matteo	\$195.00 per hour

30. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

31. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

32. PSZJ maintains contemporaneous records of the time expended and out-of-pocket expenses incurred in connection with providing services to its clients in accordance with the fee guidelines for this district.

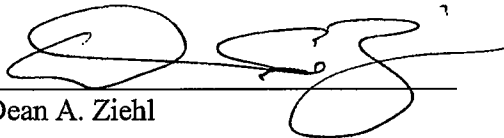
33. PSZJ recognizes that it will be required to submit applications for interim and/or final allowances of compensation pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of the Court. PSZJ has reviewed the fee application guidelines promulgated by the U.S. Trustee and will comply with them.



34. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I nor PSZJ, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' chapter 11 cases, other than as permitted by the Bankruptcy Code. PSZJ has not agreed to share compensation received in connection with these cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among PSZJ's partners.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: June 3, 2009



Dean A. Ziehl

PACHULSKI STANG ZIEHL & JONES LLP  
780 Third Avenue, 36<sup>th</sup> Floor  
New York, New York 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777

Attorneys for Debtors  
and Debtors in Possession

**Schedule 1**

**Retention Checklist**

## **Retention Checklist**

### **50 Largest Bond Holders**

1. Advanced Series Trust
2. AETNA Life Insurance Company
3. AIG Annuity Insurance Company
4. ALFA Mutual Fire Insurance Company
5. Allianz Life Insurance Company of North America
6. Alpha Mutual Fund Management
7. American Family Life Assurance Company
8. American Life Insurance Company
9. AXA Equitable Life Insurance Company
10. Barclays Global Fund Advisors
11. BBVA Gestion SA SGIIC (Spain)
12. Blackrock Advisors
13. Capital Research and Management
14. Continental Casualty Company
15. Federated Investors
16. Fidelity Management and Research
17. Franklin Advisors Inc.
18. Franklin Templeton Investments
19. Guardian Life Insurance Company
20. Hartford Life Insurance Company
21. ING Investment LLC
22. Jackson National Life Insurance
23. John Hancock Investment Management Services
24. John Hancock Life Insurance Company
25. Liberty National Life Insurance Company
26. Loomis Sayles & Company L.P.
27. Medical Liability Mutual Insurance Company
28. Metlife Insurance Company of Connecticut
29. Metropolitan Life Insurance Company
30. Metropolitan West Capital Management
31. NATIXIS Asset Management Advisors
32. Northwest Mutual Life Insurance Company
33. Phillips Hager & North Investment Management
34. PIMCO Advisors LP
35. PIMCO Funds Global Investors
36. Principal Life Insurance Company
37. Prudential Financial Inc.
38. Prudential Insurance Company of America
39. Riversource Life Insurance Company
40. Sun Life Assure Co. of Canada
41. T. Rowe Price Associates
42. Teachers Insurance and Annuity Association
43. Thrivent Financial for Lutherans
44. Transamerica Life Insurance Company
45. UBS Investment KAG

46. United States – Indices
47. Van Kampen Asset Management
48. Vanguard Group Incorporated
49. Western Asset Management Company
50. Zurich American Insurance Company

**Largest Unsecured Creditors other than Bondholders**

1. 1221 Avenue of the Americas \*
2. 125 Broad Street \*
3. 1301 Properties Owner LP
4. 55 Broadway \*
5. 767 Fifth Ave \*
6. Allen & Overy
7. Anjarlekar & Associates
8. ANZ Banking Group Limited
9. Aozora Bank
10. Ashurst Morris Crisp
11. Australia and New Zealand Banking Group Limited
12. BancTec Ltd.
13. Bank of America Plaza STE 3500 \*
14. Bank of China, New York Branch
15. Bank of Taiwan, New York Agency
16. Bats Trading, Inc.
17. Bloomberg Finance LP
18. Bloomberg L.P.
19. BNP Paribas
20. Broadridge Securities Processing
21. Caldwell, Wickersham, and Taft
22. Canary Warf Management Limited
23. CB Richard Ellis Client Account RE Gloa
24. CDW Direct LLC
25. Chuo Mitsui Trust & Banking
26. Citibank N.A. Hong Kong Branch
27. Citibank, NA
28. Clifford Chance
29. Commonwealth Bank of Australia, Tokyo Branch
30. Compucenter (UK) Ltd.
31. CW Lending II Limited
32. Davis, Polk and Wardwell
33. Dell Marketing L.P.
34. Deutsche Borsche AG
35. Dimension Data
36. DnB NOR Bank ASA
37. Drowst Trading, LLC
38. Ernst & Young
39. Ernst and Young Private Limited
40. Fidessa Plc.
41. First Commercial Bank Co., Ltd, New York Agency
42. FT Interactive Data

43. Haworth Singapore PTE Ltd.
44. Henegan Construction Co., Inc.
45. Hewlett-Packard AP (HONG KONG) LIMITED
46. HSBC Bank
47. Hua Nan Commercial Bank, Ltd
48. IBM Corporation
49. ICAP Securities Limited
50. Information Builders Inc.
51. JQ Network PTD Limited
52. KBC Bank
53. Kim & Chang
54. Kingston Communications PLC
55. Linklaters, S.L.
56. Lloyds Bank, PLC
57. London & European Title Insurance Services Ltd.
58. London Borough of Tower Hamlets Rates
59. Mace Limited
60. McKee Nelson LLP
61. Microsoft Licensing, GP
62. Millennium Developers PVT LTD
63. Mizuho Corporate Bank Ltd.
64. Morse Group Limited
65. Morse Service Holdings Limited
66. National Bank of Australia
67. National Commerce bank
68. Network Appliance, Inc.
69. Nippon Life Insurance Co.
70. NYSE Market, Inc.
71. Origin HR Consulting Limited
72. Paul Weiss
73. Pricoa Relocation UK Limited
74. Reuters America Inc.
75. Reuters Limited
76. Shinkin Central Bank
77. Shinsei Bank Ltd.
78. Sidley Austin Brown & Wood
79. Standard & Poor's
80. Standard Chartered Bank
81. Sumitomo Mitsui Banking Corp
82. Sungard Securities Finance Inc.
83. Svenska Handelsbanken
84. Swapswire Limited
85. Taipei Fubon Bank, New York Agency
86. Tata Consultancy Services
87. The Bank of New York
88. The Bank of Nova Scotia
89. The British Land Company PLC
90. Thompson Financial
91. TIBCO Software, Inc.

92. UFJ Bank Limited
93. Vertex Mortgage Services
94. Virtx
95. WIPRO Infotech Enterprise Solutions
96. YXIME
97. ZKB (Zurcher Kantonalbank)

### **Significant Leases**

- 101 Hudson Leasing Associates
- 1111 Brickell Office, LLC
- 125 High Street LP
- 1301 Properties Owner L.L.C
- 20 CCC Business Trust
- 300 Main L.L.C.
- 50 Broadway Realty Corp.
- 5450 West Sahara LLC
- 600 Partners Co., L.P.
- 605 Third Avenue Fee LLC
- 70 Hudson Street, LLC
- 8 Sound Shore Associates, LLC
- 85 Tenth Avenue Associates, LLC
- AIG Technologies, Inc.
- American Center
- Archipelago Holdings, Inc.
- Argonne Capital Group
- B&R 919, LLC
- Beneficiaries of North Star Trust Company Title Holding Land
- BNC Mortgage
- Board of Trade of the City of Chicago, Inc.
- BP 399 Park Avenue LLC
- Brandywine Office Investments LLC
- Brookfield Properties One WFC Co. LLC
- CA-10880 Wilshire Limited Partnership
- CB Office 10, Ltd.
- CharterMac Mortgage Capital Corporation
- Clearbridge Advisors, LLC (f/k/a CAM North America, LLC)
- Clifford Chance US LLP
- CMD ST Financial Centre, LLC
- Columbia Center Property LLC
- Constellation Place, LLC
- Consultatio Inversora S.A.
- Corporate Park Associates
- Corridors I & II/Loudoun II SPE Feeco, L.L.C.
- Courtside West, LLC
- CPR (USA) Inc.
- Creekside Business Mall LLC

- Crescent TC Investors LP
- Crown Point, L.L.C.
- CT Tower Investments Inc
- Custer Court, L.P.
- DBSI Housing, Inc.
- Denver United LLC
- Deutsche Bank AG, New York Branch
- Deutsche Bank Securities, Inc.
- Deutsche Immobilien Fonds Aktiengesellschaft
- Dewey Ballantine LLP/Dewey LeBouf LLP
- Eastrich No. 167 Corporation
- Financial Solutions Partners, LLC
- For 1031 Heritage II LLC
- Four Point Star Operating Company, L.P.
- Franklin Credit Management
- Frazee, LLC
- Frenkel of New Jersey, Inc.
- Galleria Properties, LLC
- GRE Glendale LLC
- Guggenheim Concourse, L.P.
- Hanover Moving & Storage Co., Inc.
- Historic TW Inc.
- Historic TW Inc.
- HQ Global Workplaces
- Hunter Financial Group, LLC
- Huron Consulting Group LLC
- HWA 555 Owners, LLC
- JBC Funds 200 West Monroe LLC
- JDJ Properties, Inc.
- Legacy III Centennial, LLC
- Lehman Brothers Commercial Bank
- Lehman Brothers Holdings, Inc.
- Lempira S.R.L., R.U.C.
- Level 3 Communications, LLC
- Liberty Property Limited Partnership
- Mack-Cali CW Realty Associates L.L.C.
- Mackenzie Financial Corporation
- MCPR Unit V LP, S.E.
- Middlefield Park Associates
- Millennium De Investimentos Imobiliarios LTDA
- MJH Wacker LLC
- Monarch Centre Associates, LLC
- Mountain Towers Properties, LLC
- National Union Fire Insurance Company of Pittsburgh, PA
- NBS Brookside 700/800, L.L.C.
- New Tower Trust Company Multi-Employer Property Trust

- Nine Penn Center Associates, LP
- Normandy Real Estate Partners
- One William Street Capital Management, L.P.
- Palm Beach Park Centre 4, LLC
- PCC Properties (Calgary) Ltd.
- Piedmont Operating Partnership, L.P.
- Pricewaterhouse Coopers, LLP
- R3 Capital Management, L.P.
- Regus do Brasil, Ltd
- Rock Forty Ninth LLC
- Rockefeller Center North, Inc.
- Rosemead Properties, Inc.
- Sandtrap II, Ltd.
- Sharon Land Company, LLC
- SLG 220 News Owner LLC
- SP4 190 S. LaSalle, L.P.
- Stillwater Development, LLC
- Sunray Investments
- Teachers Insurance and Annuity Assoc. of America
- Telwares, Inc.
- Tempe Fountainhead Corporate, LLC
- Texas Tower Limited
- The Irvine Company LLC
- The Realty Associates Fund VIII, L.P.
- Triple Net Properties, LLC
- Trizec Westwood Center LLC
- Wacker Drive Limited Partnership
- Wasserstein Perella Group Holdings, LLC
- Willkie Farr & Gallagher LLP
- WLA UPU 1 and 2, LLC
- WPGH, LLC

### **Secured Creditors**

1. Danske Bank
2. Fenway Funding LLC
3. JPMorgan Chase
4. MetLife
5. SMBC
6. State Street
7. Swedbank

### **Government and State Regulatory Agencies.**

- Commodity Futures Trading Commission (LBI, NB LLC)
- Federal Deposit Insurance Corporation (LB Bank, LB Commercial Bank)
- Federal Energy Regulatory Commission (Lehman Brothers Commodity Services Inc.)



- Financial Industry Regulatory Authority (non-governmental)
- National Futures Association (non-governmental)
- New York Stock Exchange (non-governmental)
- Office of the Comptroller of Financial Institutions (Lehman Brothers Trust Co.)
- Office of Thrift Supervision (LB Bank)
- Securities and Exchange Commission
- State Bank Commissioner of the State of Delaware (Lehman Brothers Trust Company of Delaware)
- State Blue Sky Laws in all 50 states and Puerto Rico
- Utah Commissioner of Financial Institutions (LB Commercial Bank)

**Members of Ad Hoc or Unofficial Creditors' Committees** – Those formed prior to the Commencement Date, to the extent known at the Commencement Date.

1. The Ad Hoc Committee of Bondholders of the Main Street Natural Gas, Inc. Gas Project Revenue Bonds

- Allstate Insurance Co.
- Capital Research Management Co.
- Capital Research Management Co.
- Franklin Advisors LP
- Franklin Federal Intermediate-Term-Tax-Free Income Fund
- Franklin Federal Tax-Free Income Fund
- Franklin Georgia Tax-Free Income Fund
- Franklin High-Yield Tax-Free Income Fund
- Independence Holding Co.
- Oppenheimer Funds, Inc.
- The Vanguard Group

2. Informal LBHI Bondholder Group

- Alliance Bernstein
- Capital Guardian Trust Company
- Cyrus Capital Partners, L.P.
- King Street Capital Management, L.L.C.
- Pacific Management Investment Company
- Wexford Capital LLC
- York Capital Management

**Significant Stockholders** – If Debtor is a corporation, any significant stockholders (greater than 5%).

- |   |       |
|---|-------|
| • AXA and related parties                       | 7.25% |
| • Clearbridge Advisors, LLC and related parties | 6.33% |
| • FMR LLC and related parties                   | 5.87% |

**Directors and Officers (LBHI)** – Current and former (up to three years) members of the corporation's board of directors and its officers.

Board of Directors

- Henry Kaufman
- Jerry A. Grundhofer
- John D. Macomber
- John F. Akers
- Marsha Johnson Evans
- Michael L. Ainslie
- Richard S. Fuld, Jr.
- Roger S. Berlind
- Roland A. Hernandez
- Sir Christopher Gent
- Thomas H. Cruikshank

Officers

- Aaron Guth
- Aida Sarmast
- Alex Kirk
- Andrew Fischthal
- Andrew Yeung
- Ann Cairns
- Bryan Marsal
- Christian Meissner
- Christine Searl
- Christopher O'Mera
- Daniel Ehrmann
- Darryl Steinberg
- David Coles
- David Goldfarb
- Denise Troise
- E. Todd Whittemore
- Eric Felder
- Erin Callen
- Francine Kittredge
- George H. Walker
- Gerald A Donini
- Gerald Pietroforte
- Gwen J. Zeisler
- Herbert H. McDade III
- Hugh E. McGee III
- Hyung S. Lee
- Ian T Lowitt
- Jack McCarthy
- James Brogan
- James Fogarty

- Jasjit S. Bhattal
- Jeffrey A. Welikson
- Jeffrey Fitts
- Jeffry Ciongoli
- Joanne Chormanski
- John M. Skoba
- John Suckow
- Jonathan Beyman
- Jonathan Harris
- Joseph M. Gregory
- Karen B. Corrigan
- Lana Franks
- Leo C. Trautman, Jr.
- Linda Klang
- Madeline L. Shapiro
- Martha Solinger
- Martin Winter
- Michael Geband
- Neill Poole
- Pamela Tibbetts
- Riccardo Banchetti
- Richard S. Fuld, Jr.
- Robert J. Leist
- Ronn A. Pisapia
- Salvatore Barbuzza
- Scott J. Freidheim
- Shawnda D. Merriman
- Stephen M. Lessing
- Terry L. Gentry
- Thomas A. Russo
- Thomas Hommel
- Wendy M. Uvino
- William Fox
- William Gordon
- William Olshan
- Yvonne Stich

**Underwriting Investment Bankers for Debtor's Securities** - all securities issued or outstanding on the Commencement Date or during the three years prior to the Commencement Date.

- ABN AMRO Rothschild
- Hoare Govett, Ltd.
- Lehman Brothers
- Merrill Lynch
- UBS Investment Bank

### **Related Entities**

1. 737 Portfolio Services LLC
2. 737 Portfolio Trust
3. Area Assignor Corp. (dissolved)
4. Area Depository Corporation (dissolved)
5. Area GP Corporation
6. Aristos LLC
7. ASB L.L.C.
8. Ballybunion Investments No. 2 Ltd.
9. Ballybunion Investments No. 3 Ltd
10. Ballybunion Investments No. Ltd.
11. Banque Lehman Brothers S.A.
12. Bixen Limited
13. BK I Realty Inc. (dissolved)
14. BK II Properties Inc.
15. BK III Properties Inc.
16. Blue Jay Realty Corporation
17. BNC Holdings Inc.
18. Bromley LLC
19. Brookson Corp.
20. Brookwood Energy & Properties Inc.
21. Canope Credit Corp.
22. Capital Analytics II, LP
23. Central Funding (Concord) Corporation (dissolved)
24. Clarks Summit I, LLC
25. Clarks Summit II, LLC
26. CP1 Real Estate Services Inc.
27. CP4 Real Estate Services Inc. (dissolved)
28. Dimont Corporation
29. DL Mortgage Corp.
30. DRA Management, Inc. (dissolved)
31. Eagle Energy Management, LLC
32. Eagle Energy Partners I, L.P.
33. East Dover Limited
34. Edibrook Corp.
35. EHP/GP Inc. (dissolved)
36. Eldon Street Holdings Limited
37. ELQ Holdings B.V.
38. ELQ Hypothekan N.V.
39. Equipment Management Inc.
40. Equity Strategies Loans LLC
41. Equity Strategy Loans LLC
42. e-Valuate, LP
43. Executive Monetary Management, Inc.
44. Falcon Holdings I LLC
45. First Ward Properties Inc.
46. Flight Sim I LLC
47. Flight Sim II LLC
48. Flight Sim III LLC

49. Flight Sim IV LLC
50. Flight Sim V Inc.
51. FRAH Special Services Inc.
52. Fundo De Investimento Multimercado Credito Privado Navigator Investimento
53. Furno & Del Castano CapitalPartners LLP
54. GA Dekalb Inc.
55. GKI Korea Development Limited
56. Global Principal Strategies Loans Inc.
57. GmbH
58. GRA Finance Corporation Ltd.
59. GRA Finance Corporation Ltd.
60. Growth Partners Inc. (dissolved)
61. Hills Funding One, Ltd.
62. Hydrocarbon Capital II LLC
63. IL Lombard Inc. (dissolved)
64. Ivanhoe Lan Pty Limited
65. Jet Aircraft Leasing Inc. (dissolved)
66. Jet Partners, LLC
67. JFM Aviation Once LLC
68. KM-I Real Estate Company VII (sold)
69. Laminar Holdings LLC
70. LB 3 GmbH
71. LB Alberta Holdings Inc.
72. LB Beta Finance Cayman Limited
73. LB GPS Lightfoot L.L.C.
74. LB Holdings Intermediate 1 Ltd
75. LB Holdings Intermediate 2 Ltd
76. LB I Group Inc
77. LB India Holdings Cayman I Limited
78. LB India Holdings Cayman II Limited
79. LB India Holdings Mauritius I Limited
80. LB India Holdings Mauritius II Limited
81. LB India Holdings Mauritius III Limited
82. LB Investment Corp. Inc.
83. LB Investment Holding Company Limited (dissolved)
84. LB Investments (UK) Limited
85. LB Leasing Inc.
86. LB Lomond Investments Limited
87. LB Maritim Investor
88. LB Memphis Brownstone LLC
89. LB Military Housing LLC
90. LB Note Corp.
91. LB Ohana, LLC
92. LB Skypower Inc.
93. LB Trade Corp.
94. LB UK Financing Limited
95. LB UK RE Holdings Ltd.
96. LBCCA Holdings I LLC
97. LBCCA Holdings II LLC

98. LB-NL Holdings (Cayman) Limited
99. LB-NL Holdings I Inc.
100. LB-NL Holdings L.P.
101. LB-NL U.S. Investor Inc.
102. LBO Investments Limited
103. LBQ Funding (UK)
104. LBQ Hong Kong Funding Ltd
105. LBQ Hong Kong Services Limited
106. LCP LTU LLC
107. LCPI Properties Inc.
108. LCPI Properties Inv.
109. Leesburg ACG LLC
110. Lehman ABS Corporation
111. Lehman Aircraft Securitization Holdings LLC
112. Lehman Asset Backed Caps Inc.
113. Lehman Brother Venture Capital 2003 Partnership
114. Lehman Brothers (Israel) Inc.
115. Lehman Brothers (PTG) Limited
116. Lehman Brothers (Spain) S.A.
117. Lehman Brothers 1999 Venture Managers' Partnership L.P.
118. Lehman Brothers 1999 Vernture GP Partnership L.P.
119. Lehman Brothers AIM Holding II LLC
120. Lehman Brothers Alternative Investment Management LLC
121. Lehman Brothers Argentina S.A.
122. Lehman Brothers Asset Management (Europe) Ltd
123. Lehman Brothers Asset Management Asia, Inc. (dissolved)
124. Lehman Brothers Asset Management France
125. Lehman Brothers Asset Securitization LLC
126. Lehman Brothers Capital GmbH, Co
127. Lehman Brothers Capital Partners I, L.P.
128. Lehman Brothers Capital Partners II, L.P.
129. Lehman Brothers Capital Partners IV, L.P.
130. Lehman Brothers CDO 2003 L.P.
131. Lehman Brothers CDO Associates (Cayman), Ltd.
132. Lehman Brothers CDO Associates 2003 L.P.
133. Lehman Brothers CDO Associates 2004 L.P.
134. Lehman Brothers CDO Opportunity Partners 2004-2, L.P.
135. Lehman Brothers Commercial Corporation Asia Limited
136. Lehman Brothers Commercial Mortgage K.K.
137. Lehman Brothers Commodity Service Inc.
138. Lehman Brothers Communications Partnership
139. Lehman Brothers de Chile, S.A. (dissolved)
140. Lehman Brothers de Venezuela C.A. (inactive)
141. Lehman Brothers Derivative Finance LLC
142. Lehman Brothers Derivative Products Inc.
143. Lehman Brothers Diversified Private Equity Fund 2004, L.P.
144. Lehman Brothers do Brasil Ltda
145. Lehman Brothers Energy Canada, ULC
146. Lehman Brothers Europe Inc.

147. Lehman Brothers Europe Limited
148. Lehman Brothers European Mezzanine 2002 Associates L.P.
149. Lehman Brothers European Mezzanine 2002 L.P.
150. Lehman Brothers European Venture Capital Associates L.P.
151. Lehman Brothers European Venture Capital L.P.
152. Lehman Brothers Finance (Japan) Inc.
153. Lehman Brothers Financial Products Inc.
154. Lehman Brothers Fund of Funds Associates L.P.
155. Lehman Brothers Fund of Funds L.P.
156. Lehman Brothers Global Asset Management K.K. (liquidated)
157. Lehman Brothers Healthcare Venture Capital Associates L.P.
158. Lehman Brothers Healthcare Venture Capital L.P.
159. Lehman Brothers Holdings Inc.
160. Lehman Brothers Holdings International Inc.
161. Lehman Brothers Holdings Japan Inc.
162. Lehman Brothers Holdings Plc
163. Lehman Brothers Holdings Scottish LP
164. Lehman Brothers Inc.
165. Lehman Brothers Insurance Agency L.L.C
166. Lehman Brothers International (Europe)
167. Lehman Brothers International Services, Inc.
168. Lehman Brothers Investment Holding Company Inc.
169. Lehman Brothers Investment Management Asia Limited
170. Lehman Brothers Investments PTE Ltd.
171. Lehman Brothers Japan Inc
172. Lehman Brothers LBO Inc.
173. Lehman Brothers Limited
174. Lehman Brothers Luxembourg Investments Sari
175. Lehman Brothers MBG Associates III L.L.C.
176. Lehman Brothers MBG Associates L.P.
177. Lehman Brothers MBG Capital Partners 1998 (C) LP
178. Lehman Brothers MBG Finders 1999 (A) L.P.
179. Lehman Brothers MBG Finders 1999 (B) L.P.
180. Lehman Brothers MBG Finders 2000 (B) L.P.
181. Lehman Brothers MBG Partners 1997 (A) L.P. (dissolved)
182. Lehman Brothers MBG Partners 1997 (B) L.P. (dissolved)
183. Lehman Brothers MBG Partners 1998 (A) L.P.
184. Lehman Brothers MBG Partners 1998 (B) L.P.
185. Lehman Brothers MBG Partners 1998 (C) L.P.
186. Lehman Brothers MBG Partners 1999 (A) L.P.
187. Lehman Brothers MBG Partners 1999 (B) L.P.
188. Lehman Brothers MBG Partners 1999 (C) L.P.
189. Lehman Brothers MBG Partners L.P.
190. Lehman Brothers MBG Venture Capital Partners 1997
191. Lehman Brothers MBG Venture Capital Partners 1998 (A) L.P.
192. Lehman Brothers MBG Venture Capital Partners 1998 (B) L.P.
193. Lehman Brothers MBG Venture Capital Partners 1998 (C) L.P.
194. Lehman Brothers MBG Venture Capital Partners 1998 (D) L.P.
195. Lehman Brothers MLP Associates, L.P.

196. Lehman Brothers MLP Partners, L.P.
197. Lehman Brothers Offshore Diversified Arbitrage Fund, Ltd.
198. Lehman Brothers Offshore Diversified Arbitrage Master Fund Ltd.
199. Lehman Brothers Offshore Diversified Private Equity Fund 2004, L.P.
200. Lehman Brothers Offshore Investment Partnership L.P.
201. Lehman Brothers Offshore Investment Partnership-Japan L.P.
202. Lehman Brothers Offshore long/short fund, ltd
203. Lehman Brothers Offshore Long/Short Master Fund Ltd.
204. Lehman Brothers Offshore Partners Ltd.
205. Lehman Brothers Offshore Partnership Account 2000/2001, L.P.
206. Lehman Brothers Offshore Partnership GP 2000/2001 L.P.
207. Lehman Brothers Offshore Real Estate Associates, Ltd
208. Lehman Brothers OTC Derivatives Inc.
209. Lehman Brothers Overseas Inc.
210. Lehman Brothers Pacific Holdings Pte. Ltd.
211. Lehman Brothers Participation Fund Associates, L.P.
212. Lehman Brothers Partnership GP 2000/2001 L.P. (dissolved)
213. Lehman Brothers Private Equity Advisers L.L.C
214. Lehman Brothers Private Fund Advisers LP
215. Lehman Brothers Private Fund Management LP
216. Lehman Brothers Private Funds Investment Company GP, LLC
217. Lehman Brothers Private Funds Investment Company LP, LLC
218. Lehman Brothers Secondary Fund of Funds Associates L.P.
219. Lehman Brothers Secondary Fund of Funds L.P.
220. Lehman Brothers Securities Taiwan Limited
221. Lehman Brothers Services India Private Limited
222. Lehman Brothers Singapore PTE Ltd.
223. Lehman Brothers South Asia Limited (Inactive)
224. Lehman Brothers South East Asia Investments PTE Limited
225. Lehman Brothers Spain Holdings Limited
226. Lehman Brothers Special Financing Inc.
227. Lehman Brothers Sudamerica S.A.
228. Lehman Brothers U.K. Holdings (Delaware) Inc.
229. Lehman Brothers Uruguay S.A.
230. Lehman Brothers VC Partners L.P.
231. Lehman Brothers Venture Associates Inc.
232. Lehman Brothers Venture Bankers' Partnership L.P.
233. Lehman Brothers Venture Capital Partners I, L.P.
234. Lehman Brothers Venture GP Partnership L.P.
235. Lehman Brothers Venture Partners L.P.
236. Lehman Brothers Verwaltungs-und Beteiligungsgesellschaft mbH
237. Lehman CMO Inc.
238. Lehman Commercial Paper Inc.
239. Lehman Crossroads Corporate Investors II, LP
240. Lehman Insurance Company
241. Lehman Loan Funding I LLC
242. Lehman Mortgage Company of Canada (surrendered)
243. Lehman Mortgage Holdings Canada I Inc. (inactive)
244. Lehman Mortgage Holdings Canada II Inc. (inactive)



- 245. Lehman Municipal ABS Corp. Lehman OPC LLC
- 246. Lehman Pass-Through Securities Inc.
- 247. Lehman Queens Center Inc. (inactive)
- 248. Lehman Queens Limited Inc. (inactive)
- 249. Lehman Re Ltd.
- 250. Lehman Realty & Development Corp.
- 251. Lehman Receivables Corp. (dissolved)
- 252. Lehman Risk Advisors Inc.
- 253. Lehman Risk Management, Inc. (dissolved)
- 254. Lehman Structured Assets Inc.
- 255. Lehman Structured Securities Corp.
- 256. Lehman Syndicated Loan Inc.
- 257. Lehman VIP Holdings Inc.
- 258. Lehman VIP Investment LDC
- 259. Liberty Corner Inc. (sold)
- 260. Liberty GP II Inc. (sold)
- 261. Libro Companhia Securitizadora de Creditos
- 262. LIBRO Holdings I Inc.
- 263. Long Point Funding Pty Ltd.
- 264. Louise Y.K.
- 265. LPTG Inc.
- 266. LPTG Intermediate LLC
- 267. LPTG LLC
- 268. LW-LP Inc.
- 269. LW-LP Properties Inc.
- 270. M&L Debt Investments Holdings Pty Limited
- 271. M&L Debt Investments Pty Limited
- 272. Mast Depositor Corp
- 273. MBAM Investor Limited
- 274. MBR/GP Corp.
- 275. Merit, LLC
- 276. Metro Realty Corporation (dissolved)
- 277. MMP Funding Corp.
- 278. Morganberry Corporation
- 279. Nai Ham Hotel 1 Company Limited
- 280. Neuberger & Berman Agency, Inc.
- 281. Neuberger Berman Asset Management, LLC
- 282. Neuberger Berman Inc.
- 283. Neuberger Berman Investment Services, LLC
- 284. Neuberger Berman Pty Ltd.
- 285. Neuberger Berman, LLC
- 286. Newark Properties One Inc.
- 287. Nexity Investment Partnership L.P.
- 288. NL Funding, L.P.
- 289. NL GP Inc.
- 290. Northstar Equipment Leasing Income Inc. (dissolved)
- 291. NPC Inc. (dissolved)
- 292. O.M.B. Limited Partner Ltd.
- 293. OCI Holdings Limited

- 294. OSD Corp.
- 295. PAC Aircraft Management Inc.
- 296. Pentaring, Inc.
- 297. Phuket Hotel 1 Holdings Company Limited.
- 298. Pike International Y.K.Pindar Pty Ltd.
- 299. Preferred Group Limited
- 300. Preferred Holdings Limited
- 301. Preferred Mortgages Limited
- 302. Principal Transactions Inc.
- 303. QP80 Real Estate Services Inc.
- 304. Quality Pork Partners, Inc.
- 305. Real Estate Investors Inc. (dissolved)
- 306. Real Estate Private Equity Inc.
- 307. Real Estate Services I Inc. (dissolved)
- 308. Real Estate Services VII Inc. (dissolved)
- 309. Reliance Energy E&P, LLC
- 310. REPE LBREP III LLC
- 311. Revival Holdings Limited
- 312. RIBCO LLC
- 313. RIBCO SPC, Inc.
- 314. Rock Hill Real Estate, Inc.
- 315. Sage Partners, LLC
- 316. SAIL Investor Pte Ltd.
- 317. Sambar Properties Inc.
- 318. SASCO ARC Corporation
- 319. Scranzay, Inc.
- 320. Security Assurance Advisers, LP
- 321. Select Asset Inc.
- 322. Senior Income Fund Inc. (dissolved)
- 323. Serafino Investments Pty Limited
- 324. Shearson Lehman Brothers Capital Partners II, L.P.
- 325. Shearson Lehman Hutton Capital Partners II
- 326. Skratook LLC
- 327. Small Business Assets I LLC
- 328. Southern Pacific Funding 5 Ltd
- 329. Stamford Investment Realty Inc.
- 330. STRATUS I Inc.
- 331. Structure Asset Securities Corporation II
- 332. Structured Asset Securities Corporation
- 333. Structured Options Inc.
- 334. STUIE CORP.
- 335. Sunrise Finance Co., Ltd.
- 336. TAL Europe, LLC
- 337. Tallus
- 338. Thayer Group Limited
- 339. Thayer Properties (Jersey) Ltd.
- 340. Thayer Properties Limited
- 341. Townsend Analytics Japan Ltd.
- 342. Townsend Analytics, Ltd.

- 343. TX Tower Inc. (sold)
- 344. West Dover, LLC
- 345. Wharf Reinsurance Inc.
- 346. Woori-LB First Asset Securitization Specialty Co., Ltd.
- 347. Woori-LB Fourth Asset Securitization Specialty Co., Ltd.
- 348. Y.K. Tower Funding
- 349. Y.K. Park Funding

**Potential Parties in Interest**

- 1. 1301 Properties Owner, LP
- 2. 250 East Borrower LLC
- 3. 4Kids Entertainment, Inc.
- 4. 50 Broadway Realty Corp. LLC
- 5. 605 Third Avenue Fee LLC
- 6. 8 Sound Shore Associates LLC
- 7. AB Bankas
- 8. Aberdeen Asset Management Inc.
- 9. Abm Industries, Inc.
- 10. AboveNet Communications Inc.
- 11. Accenture LLP
- 12. Access Data
- 13. Account Temps
- 14. ADV Portfolio Tech
- 15. AEW Capital Management, LP
- 16. AG First Farm Credit Bank
- 17. Agribank
- 18. AIG Financial Products Corp.
- 19. AIG Global Investment Corporation
- 20. AIM Advisors
- 21. AIM Funds
- 22. Airlie CDO I
- 23. AIRLIE LCDO (AVIV LCDO 2006-3)
- 24. AIRLIE LCDO (Pebble Creek 2007-1)
- 25. Alameda County (CA) Employees' Retirement Association
- 26. Aliant Bank
- 27. Allianz Global Investors AG
- 28. Altova, Inc.
- 29. Amber Capital Investment Management
- 30. Amerèn et al.
- 31. American Express
- 32. American National Insurance Company
- 33. America's Servicing Company
- 34. Ana Fernanda Canales Gonzales
- 35. Anita Bryant
- 36. Anthony Victor Lomas
- 37. Aon Consulting
- 38. Aozora Bank, Ltd.
- 39. Arab Bank
- 40. Arapahoe County Attorney's Office

41. Arapahoe County Treasurer
42. Asbury Atlantic
43. Asbury-Solomons
44. Asset Backed Management Corp.
45. Assicurazioni
46. Asurion Corporation
47. AT&T Incorporated
48. AT&T Services Inc.
49. Australia National Bank
50. Automobile Club Insurance Association
51. A-V Services, Inc.
52. Avaya Inc.
53. Avista Corp.
54. AVIV LCDO 2006-1
55. AVIV LCDO 2006-2
56. Banca Sai
57. Banesco Holding C.A.
58. Banif-Banco
59. Bank of America Mellon
60. Bank of America N.A.
61. Bank of China
62. Bank Of Montreal
63. Bank of New York Mellon
64. Bank of Nova Scotia
65. Bank of Taiwan
66. Bank Pekao
67. Bankruptcy Creditors' Service, Inc.
68. Banque Privee Saint Dominique
69. Barclays Capital, Inc.
70. Bats Holdings, Inc.
71. Bay Harbour Management LC
72. Bay Harbour Master
73. Bel Air Investment Advisors LLC
74. Best Karpet
75. BHCO Master
76. BIM
77. Binding Company, Inc.
78. Blackrock Financial Management
79. BNY Corporate Trustee Services Ltd.
80. Bondwave LLC
81. BP Canada
82. BP Energy
83. BP North America
84. BRE Bank S.A.
85. Broadridge Processing Solutions, Inc.
86. Brookfield Properties One WFC Co. LLC
87. Bryant University
88. Burleson, ISD
89. Business Objects Americas

90. Caisse De Depot et Placement du Quebec
91. Caixa Geral De Depositos, S.A.
92. California Ind. Systems Operator Corp.
93. California Public Employees Retirement System
94. Calyon
95. Calyon Securities
96. Canadian Imperial Bank
97. Cap Gemini Financial Services USA, Inc
98. Carlos Manala
99. Carlton Communications Ltd.
100. Carlton Willard
101. Carmignac Gestion
102. Carrollton-Farmers Branch Independent School District
103. Cascade Investment LLC
104. Cattolica Assicurazioni S.p.A.
105. CB Richard Ellis, Inc.
106. CD Representative
107. CD Representative, L.C.
108. CFIP Fund
109. Chevron Natural Gas
110. Chicago Board Options Exchange, Incorporated
111. Chicago Mercantile Exchange
112. Chun Ip
113. Chuo Mitsui Trust And Banking Co.
114. CIBC Woldr Markets Inc.
115. Cisco Systems Capital Corporation/Cisco Systems Inc./Cisco
116. Citibank, NA
117. Citigroup, Inc.
118. City of Edinburgh Council as Administrating Authority of the Lothian Pension Fund
119. City Of Farmers Branch
120. Clearwater Capital Partners
121. CNX Gas Co.
122. Coast Electric Power Association
123. Cognizant Technology Solutions
124. Collins Building Services, Inc.
125. Commerzbank A.G.
126. Commerzbank A.G. (New York and Grand Cayman Branches)
127. Community Trust Bancorp Inc.
128. Compagnie Financiere Tradition SA
129. Computer Financial Consultants Inc.
130. Constellation PL
131. Continental Airlines, Inc.
132. Contrarian Capital Management, LLC
133. CorrectNet, Inc.
134. Costello Maione Schuch Inc.
135. Counsel To Australia And New Zealand Banking
136. County of Monterey (CA)
137. County of San Mateo (CA)
138. Credit Suisse

139. Crossmark Investment Advisers, LP
140. Crossroads Investment Advisors
141. Cura Fixed Fund
142. Currenex
143. Customer Asset Protection
144. D.E. Shaw Composite Portfolios, LLC
145. D.E. Shaw Oculus Portfolios, LLC
146. Dallas County
147. Dan Yoram Schwarzmman
148. Danske Bank A/S
149. DCFS Trust
150. DCI Umbrella Fund PLC
151. Deere & Company
152. Delaware Management Holdings, Inc.
153. Dell Marketing L.P.
154. Demann
155. Deutsche Bank Securities Inc.
156. Dexia Belgique
157. Dexia Deutschland
158. Dexia Local
159. Dexia Luxemburg
160. DG3 Holdings LLC
161. Direct Energy Business LLC
162. Direct Energy LLC
163. Diversified Credit Investments LLC as agent for the Government of Singapore  
Investment Corporation PTE, LTD.
164. Division Water
165. DNB Nor Bank Asa
166. Dresdner Bank A.G.
167. Dresdner Kleinwort Group Goldings LLC
168. Dubai International Capital LLC
169. Duke Corporate Education
170. Duke Energy Ohio, Inc.
171. Dun & Bradstreet
172. Dynergy Power Marketing, Inc.
173. East 46th Borrower LLC
174. Eaton Corporation
175. EHMD, LLC
176. Electrabel
177. Electricite de France
178. Elliot International L.P.
179. Elliott Associates, L.P.
180. EMC Corporation
181. Encana Corp.
182. Encana Oil and Gas
183. EnergyCo Marketing and Trading
184. EnergyCo, LLC
185. Engineers-Employers Construction Industry Retirement Trust/Saginaw Police & Fire  
Pension Board

186. Essex Equity Holdings USA, LLC
187. Etihad Airways
188. European Bank For Reconstruction
189. Evergreen, Et. Al
190. Executive Fliteways, Inc.
191. Exegy Incorporated
192. EXUM RIDGE CBO 2006-1
193. EXUM RIDGE CBO 2006-2
194. EXUM RIDGE CBO 2006-4
195. EXUM RIDGE CBO 2006-5
196. EXUM RIDGE CBO 2007-1
197. EXUM RIDGE CBO 2007-2
198. EZE Castle
199. Factiva, Inc.
200. Fannie Mae
201. Federal Express Corporation
202. Federal Home Loan Bank of Atlanta
203. Federal Home Loan Bank Of Pittsburgh
204. Federal Home Loan Mortgage Corp
205. Federal Reserve Bank of New York
206. Fir Tree Capital Opportunity Master Fund, L.P.
207. Fir Tree Value Master Fund, L.P.
208. First Choice Power, LP
209. First Commercial Bank Co., Ltd. New York Agency
210. First Trust Advisors L.P.
211. First Trust Portfolios L.P.
212. Fondiaria
213. Fondo Latinoamericano De Reservas
214. Franklin American Mortgage Company
215. Franklin Lincoln National Corporation
216. Fred Hutchinson Cancer Research Center
217. Frictionless Commerce, Inc.
218. Friedman, Billings, Ramsey & Group, Inc.
219. Fubon Insurance Co.
220. Fubon Securities Co.
221. Fulton Bank
222. Fusion Funding Limited
223. Fusion Funding Luxembourg, S.A.R.L.
224. FX Alliance LLC
225. FXCM Holdings, LLC
226. Galleon Buccaneer's Offshore LTD
227. Gartner UK Limited
228. Gartner, Inc.
229. GE Capital Information Technology
230. GE Capital Information Technology Solutions, Inc. DB/A Ikon Financial Services
231. GE Corporate Financial Services, Inc.
232. General Electric Capital Corp
233. General Helicopters International LLC
234. Gensler Architecture, Design And Planning, P.C.

- 235. Georgetown University
- 236. German Association of Savings Banks
- 237. Gesconsult S.A. SG LLC
- 238. GL Trade
- 239. GLG Partners LP
- 240. Global Thematic
- 241. GM Canada Foreign Trust
- 242. GMAC LLC
- 243. GMAC Residential Capital
- 244. GMAC-IM
- 245. GMAM Investment Funds Trust
- 246. Godiva Chocolatier, Inc.
- 247. Goldman Sachs & Co.
- 248. Goldman Sachs Credit Partners
- 249. Government of Guam Retirement Fund
- 250. Green Tree Servicing Inc.
- 251. Green Tree Servicing LLC
- 252. Greenbriar Minerals, LLC
- 253. Greg Georgas & Mark Grock
- 254. GS European Performance Fund Limited
- 255. GSEF Al Nawras (Cayman) Limited
- 256. Halbis Distressed Opportunity Master Fund Ltd.
- 257. Hale Avenue Borrower LLC
- 258. Hank's Living Trust
- 259. Hanover Moving & Storage Co. Inc
- 260. Harbert
- 261. Harbinger Capital Partners
- 262. Harbinger Capital Partners Special Situations Fund LP
- 263. Harris County
- 264. Health Care Services Corp D/B/A Blue Cross and Blue Shield of Illinois
- 265. Hegemon Fund I, LLC
- 266. Hellman & Friedman
- 267. Henegan Construction Co., Inc.
- 268. Hilliard Farber & Co. Inc.
- 269. Hope Greenfield
- 270. HSBC Realty Credit
- 271. Hughes Hubbard
- 272. Humberto G. Merchland Lopez
- 273. Hypo Investment Bank Ag
- 274. IBM
- 275. ICAP North America Inc.
- 276. IGI Resources
- 277. Illuminating
- 278. Independence Holding Co.
- 279. INF SRVS
- 280. Informal Group Of Taiwan Financial Institutions
- 281. Infospace Inc.
- 282. ING bank, FSB
- 283. ING Real Estate Finance



- 284. Institutional Benchmarks
- 285. Instituto de Credito Oficial
- 286. Intechra LLC
- 287. Interactive Data Corp.
- 288. Intercall Inc.
- 289. Interface Cable Assemblies and Services Corp.
- 290. Internal Revenue Service
- 291. Intersil Corporation
- 292. IntraLinks Inc.
- 293. Investcorp, Et. Al.
- 294. Iris Software, Inc.
- 295. Iron Mountain Information Management
- 296. J P Morgan Chase Bank, N.A.
- 297. J. Aron & Company
- 298. James W. Giddens
- 299. Jarden Corporation
- 300. JFK International Air Terminal LLC
- 301. Jin Liu
- 302. Johnson County Arlington ISD
- 303. Joseph Cordaro, Assistant U.S. Attorney, SDNY
- 304. Ka Kin Wong
- 305. Kapalua Bay, LLC
- 306. Keané Inc.
- 307. Korea Investment & Securities Co., LTD
- 308. Kraft Foods Inc.
- 309. LAHDE Capital Management
- 310. Lai Mei Chan
- 311. Landamerica Financial Group, Inc.
- 312. LB Co-Investment Partners Cayman AIV I LP
- 313. LB Merchant Banking Partners III Cayman AIV LP
- 314. LB Offshore GP Holdings (PE) Ltd.
- 315. LB Offshore Investment Partners II LP
- 316. LB Secondary OPP Offshore Fund II LP
- 317. LB Secondary OPP Offshore Fund LP
- 318. LB VC Partners LP (VC Fund II)
- 319. LBAYK
- 320. LBREP /L-Suncal Master I LLC
- 321. LBREP Lakeside SC Master I, LLC
- 322. Lehman Brothers Alpha Funds PLC for Lehman Brothers US High Yield Funds
- 323. Lehman Brothers Bankhaus Aktiengesellschaft
- 324. Lehman Brothers First Trust Income Opportunity Fund Inc.
- 325. Lehman Brothers High Yield Bond Fund 316. Lehman Brothers Income Funds for  
Lehman Brothers High Income Bond Funds
- 326. Lehman Brothers Income Funds for Lehman Brothers Strategic Income Fund
- 327. Lehman Brothers Merchant Banking Partners IV LP
- 328. Lehman Brothers Private Equity Funds
- 329. Lewtan Technologies, Inc.
- 330. Libby Wong
- 331. Lincoln Variable Insurance

- 332. Linden Advisors LP
- 333. Liquidpoint
- 334. Litton Loan Servicing, L.P.
- 335. Lloyds Bank
- 336. Lloyds TSB Bank plc
- 337. Los Angeles City Employees' Retirement System
- 338. Lyon Capital Ventures
- 339. M&B Maher
- 340. M. Arthur Gensler Jr and Assoc, Inc.
- 341. M. Brian Maher and Basil Maher
- 342. Mack-Cali Realty LP
- 343. Main Street Natural Gas, Inc.
- 344. Malaysian Airline System
- 345. Mansfield ISD
- 346. Marble Care
- 347. Margolis Edelstein
- 348. Marshall & Ilsley Trust Company, N.A.
- 349. Marshall Funds, Inc.
- 350. McLennan County
- 351. Members of Certified Class in Austin, ET AL V. Chisick, ET AL., Case SA CV 01-0971  
DOC
- 352. Meridian Company of New York
- 353. Metropolitan Transit Authority
- 354. Michael John Andrew Jervis
- 355. Microsoft Corporation
- 356. Microsoft Licensing
- 357. Midwest Realty Advisors LLC
- 358. Milano
- 359. Millennium Automotive Group
- 360. Minardi Capital Corp
- 361. Minnesota State Board of Investment
- 362. Mirant Corporation
- 363. Missouri Department Of Revenue, Bankruptcy Unit
- 364. Misys IQ LLC
- 365. Mitsubishi UFJ, Ltd.
- 366. Mizuho Corporate Bank
- 367. Mizuho Corporate Bank LTD
- 368. Monument Realty LLC
- 369. Moody's Investors Service
- 370. Morgan Stanley & Co. Incorporated
- 371. Motors Insurance Corp 361. MP Bank HF
- 372. MSS Distressed & Opportunities 2
- 373. MSTD, Inc.
- 374. Nasdaq OMX
- 375. National Australia Bank Limited
- 376. National Bank of Canada
- 377. National Cinemedia, Inc.
- 378. Nationwide Fund Advisors
- 379. Natixis Entities

- 380. Natl Australia Bank Limited
- 381. Netapp, Inc.
- 382. Neuberger Berman Advisers Management Trust for Lehman Brothers High Income Bond Fund
- 383. Neuberger Berman Income Opportunity Fund Inc.
- 384. New South Federal Savings Bank
- 385. Newedge USA, LLC
- 386. Newport Global Advisors LP
- 387. Nomura Holding America Inc.
- 388. Nomura Holdings Inc.
- 389. Normandy Hill Capital, LP NorthEast
- 390. Northern Ireland Governmental Officers Superannuation Committee
- 391. Northgate Minerals Corporation
- 392. Northrup Grumman
- 393. Norton Gold Fields Limited
- 394. Novara
- 395. NPD Group Inc.
- 396. NY State Department Of Taxation and Finance
- 397. NYSE Euronext Inc.
- 398. Occidental Energy Marketing, Inc.
- 399. Och-Ziff
- 400. Office of the U.S. Trustee
- 401. Office Of The United States Attorney
- 402. Office of Thrift Supervision
- 403. Office of Thrift Supervision, Northeast Region
- 404. Oklahoma Municipal Power Authority
- 405. Open Solutions Inc.
- 406. Operating Engineers Local 3 Trust Fund
- 407. Oppenheimer Funds Inc.
- 408. Oracle Credit Corporation
- 409. Osterreichische
- 410. Oversea-Chinese Banking Corp. Ltd.
- 411. Overstock.com
- 412. Pacific Coast Cap. Partners, LLC
- 413. Pacific Gas & Electric Company
- 414. Pacific Summit Energy LLC
- 415. Panton Fund
- 416. Parsec Corp.
- 417. Parsec Trading Corp.
- 418. Payreel, Inc.
- 419. Pebble Creek LCDO 2006-1
- 420. Pebble Creek LCDO 2007, LLC
- 421. Pebble Creek LCDO 2007-3
- 422. Penn Convention Center Authority
- 423. Pension Benefit Guaranty Corporation
- 424. Pentwater Capital Management, LP
- 425. Peter J. and Mary Jane Dapuzzo
- 426. Pietro Ferrero
- 427. Piper Jaffray and Co.

- 428. PJM Interconnection, L.L.C.\
- 429. Plumbers and Pipefitters National Pension Fund
- 430. PNMR Services Co.
- 431. Popolare
- 432. Powerex Corp.
- 433. Profunds Advisors LLC 424.
- 434. Providence Equity Partners
- 435. PT Bank Negara Indonesia
- 436. Public Service of North Carolina
- 437. Pursuit Capital Partners Master
- 438. Pursuit Capital Partners Master (Cayman) Ltd.
- 439. Pursuit Opportunity Fund I Master LTD.
- 440. Pursuit Partners
- 441. Pyrrhuloxia, LP
- 442. QVT Financial LP
- 443. R3
- 444. Region Marche
- 445. Regions Bank
- 446. Reliance Globalcom Services, Inc.
- 447. Reliant Energy Power Supply, LLC
- 448. Reliant Energy Services, Inc.
- 449. Rentokil
- 450. Republic Waste
- 451. Residential Funding Company LLC
- 452. River Capital Advisors Inc.
- 453. Rizal Commercial Banking Corporation
- 454. RMC
- 455. Robert Teller
- 456. Rocio Gonzalez De Canales
- 457. Rockefeller Center Management Corporation
- 458. Rockefeller Center North Inc.
- 459. Rockefeller Group Development Corporation
- 460. Rock-Forty Ninth LLC, Rockefeller Center et al.
- 461. Rock-Forty Ninth LLC, Rockefeller Center et, al.
- 462. Royal Bank of America
- 463. Royal Bank of Scotland
- 464. Russell Investment Group, Inc.
- 465. Rutger Schimmelpenninck
- 466. RWE
- 467. SABMiller Plc
- 468. Saint Joseph's University
- 469. Salem Five Cents Savings Bank
- 470. Sampo Bank PLC
- 471. SBA Comm
- 472. SGS HY Credit Fund I (Exum Ridge CBO 2006-3)
- 473. Shareholders of Novastar Financial Inc.
- 474. Shell Energy North America (US) L.P.
- 475. Shell Trading (US) Company
- 476. Shinsei Bank Limited

- 477. Silver Point Capital, LP
- 478. Sing Heung
- 479. Singapore Airlines
- 480. Sistema Universitario Ana G. Mendez
- 481. Siu Lui Ching
- 482. Sky Power Corporation
- 483. SLG 220 News Owner LLC
- 484. SMBC Capital Markets
- 485. Societe Generale
- 486. Somerset Properties SPE, LLC
- 487. South Mississippi Power Association
- 488. SP4190 S. Lasalle, L.P.
- 489. Sprint Nextel Corp
- 490. Stamford Associates L.P.
- 491. Stan Mehaffey
- 492. Standard Chartered Bank
- 493. State Board of Administration of Florida
- 494. State of Michigan, Department of Treasury
- 495. State Street Bank
- 496. Statler Arms Garage LLC
- 497. Steingass
- 498. Stephen N. Hurley
- 499. Steven Anthony Pearson
- 500. Steven T. Mulligan
- 501. Structure Consulting Group, LLC
- 502. Structure Tone Inc.
- 503. SuccessFactors Inc.
- 504. Sumitomo Mitsui Banking Corp.
- 505. Sumitomo Mitsui Brussels Branch
- 506. Sumitomo Trust & Banking Co., LTD
- 507. Summit Systems, Inc.
- 508. Sun Microsystems, Inc.
- 509. Sun Trust Banks, Inc.
- 510. SunGard
- 511. SunGard Asset Management Systems LLC
- 512. SunGard Availability Services LP
- 513. SunGard Business Integration Ltd.
- 514. SunGard Expert Solutions LLC
- 515. SunGard Institutional Brokerage Inc.
- 516. SunGard Investment Systems LLC
- 517. Svenska Handelsbanken AB
- 518. Swedbank
- 519. Swedbank AB, New York Branch
- 520. Systema
- 521. Taipei Fubon Commercial Bank Co.
- 522. Tangoe, Inc.
- 523. Tarrant County
- 524. Tata American International
- 525. Tata Consultancy Services LTD

- 526. TD Security
- 527. Telecom Italia Capital S.A.
- 528. Templeton Global
- 529. Tennessee Department of Revenue
- 530. The Bank Of Tokyo-Mitsubishi UFJ, Ltd
- 531. The Central Puget Sound Regional Transit Authority
- 532. The Commonwealth Of Pennsylvania
- 533. The Chuo Mitsui Trust And Banking Co., Ltd
- 534. The City of Long Beach
- 535. The Hotchkiss School
- 536. The Informal Noteholder Group
- 537. The Joint Administrators of the Lehman European Group Administration Companies
- 538. The Juilliard School
- 539. The Kiyo Bank
- 540. The Kyoei Fire and Marine Insurance Company Ltd.
- 541. The Liverpool Limited Partnership
- 542. The Provisional French Administrator to Banque Lehman Brothers SA
- 543. The TAARP Group, LLP
- 544. The Vanguard Group, Inc.
- 545. The Walt Disney Company / Disney
- 546. Thomas Cook AG
- 547. Thomas P. Dinapoli, as Sole Trustee of The NY State Common Retirement Fund
- 548. Thomson Reuters Plc & Thomson Reuters Corp.
- 549. ThruPoint, Inc.
- 550. Tiger Asia Fund, L.P.
- 551. Tiger Asia Overseas Fund, Ltd.
- 552. Time Warner
- 553. Tishman Speyer Properties, L.P.
- 554. Toronto-Dominion Bank
- 555. Total Gas & Power Limited
- 556. TPG-Austin Portfolio Holdings LLC
- 557. Tradeweb Markets LLC
- 558. Trading Technologies International
- 559. Training the Street, Inc.
- 560. TransCanada Pipelines Limited
- 561. Travelers National Accounts
- 562. Trophy Hunter Investments
- 563. Troutman Sanders LLP
- 564. True Friend 4th Securitization Specialty Co.
- 565. Turnberry Fund
- 566. Tuxedo Reserve Owner LLC
- 567. Tuxedo TPA Owner LLC
- 568. TW Telecom Inc.
- 569. UBS Financial Services
- 570. UBS Financial Services of Puerto Rico
- 571. UBS International Inc.
- 572. UBS Securities LLC
- 573. Union Bank Of California, N.A.
- 574. United Corporate Federal Credit Union

- 575. United Parcel Services, Inc. / UPS
- 576. US AG Bank
- 577. US Bank National Association
- 578. US Securities and Exchange Commission
- 579. VBS Investment Bank
- 580. Verizon Communications Inc.
- 581. Vignette Europe Limited
- 582. VITA
- 583. Vollers Excavating & Constrution, Inc
- 584. Wachovia Bank
- 585. Wachovia Securities Ltd.
- 586. Wall St Concepts
- 587. Washington Mutual Bank
- 588. Washington Mutual, Inc.
- 589. WCCV
- 590. Wells Fargo & Co.
- 591. Wells Fargo Bank, NA
- 592. WestLB AG, New York Branch
- 593. Westport Capital Management
- 594. White Marlin CDO 2007-1
- 595. Wilmington Trust Company
- 596. Wilmington Trust FSB
- 597. WSG Development Co.
- 598. Yarpa Investimenti S.G.R. S.P.A.-RP3
- 599. Yildiz Holdings, Inc.
- 600. Yin Ying Leung

### **Affiliations of Outside Directors**

Michael L. Ainslie

- director - The St. Joe Company
- director - Lehman Brothers Bank, FSB
- Member (and the chairman emeritus) of the Board of Directors of The Posse Foundation, Inc.
- trustee - Vanderbilt University

John F. Akers

- director - W.R. Grace & Co

Roger S. Berlind

- governor - The Broadway League

Thomas H. Cruikshank

Marsha Johnson Evans

- advisory board - LPGA
- advisory board - Pew Partnership for Civic Change
- director - America's Development Foundation.
- director - Huntsman Corporation

- director - Naval Academy Foundation
- director - Office Depot, Inc.
- director - Weight Watchers International, Inc.

Sir Christopher Gent

- advisory board - Reform
- director - Ferrari SpA
- senior advisor - Bain & Company, Inc.

Roland A. Hernandez

- advisory board - David Rockefeller Center for Latin American Studies at Harvard University
- advisory board - Harvard Law School
- director - Sony Corporation
- director - The Ryland Group, Inc.
- director - Vail Resorts, Inc.
- director of MGM Mirage
- President's Council on International Activities – Yale University

Henry Kaufman

- member - Board of Trustees of New York University
- member - Board of Trustees of the Animal Medical Center
- member (and the chairman emeritus) - Board of Overseers of the Stern School of Business of New York University
- member (and the chairman emeritus) - Board of Trustees of the Institute of International Education
- member of the Advisory Committee to the Investment Committee of the International Monetary Fund Staff Retirement Plan
- member of the Board of Governors of Tel-Aviv University treasurer (and former trustee) of The Economic Club of New York.
- member of the International Advisory Committee of the Federal Reserve Bank of New York
- president - Henry Kaufman & Company

John D. Macomber

- chairman - Council for Excellence in Government
- director - Collexis Holdings, Inc.
- director - Stewart & Stevenson LLC
- trustee - Carnegie Institution of Washington
- trustee - Folger Library
- vice chairman - Atlantic Council

**Professionals Retained by the Company**

- Akerman Senterfitt
- Allen & Overy LLP
- Allen Matkins Leck Gamble Mallory and Natsis
- Alvarez & Marsal North America, LLC



- Andrews & Kurth LLP
- Appleby Global
- Baker & McKenzie LLP
- Ballard Spahr Anders & Ingersoll, LLP
- Bar & Karrer AG
- Bedell Cristin
- Benesch, Fiedlander, Coplan & Arnoff LLP
- Berkman Wechsler Bloom & Co., Law Offices
- Blake Cassels & Graydon LLP
- Bloom Murr & Accomazzo, P.C.
- Bortstein Legal LLC
- Bracewell & Giuliani LLP
- Brand Law Group, PC
- Brownstein Hyatt Farber Schreck, LLP
- Bulboaca & Associatii
- Burns, White & Hickton
- Cadwalader, Wickersham & Taft LLP
- Cains
- Carrington, Coleman, Sloman & Blumenthal, L.L.P.
- Cassels Brock & Blackwell LLP
- Cederquist
- Chiomenti Studio Legale
- Click & Null, P.C.
- Conway and Mrowiec
- Cox Castle Nicholson
- Curtis, Mallet-Prevost, Colt & Mosle LLP
- Davies Ward Phillips & Vineberg
- Davis & Gilbert LLP
- De Brauw Blackstone Westbroek
- Dechert LLP
- Deloitte & Touch USA LLP
- DLA Piper
- Dorsey & Whitney LLP
- Duff and Phelps
- Einstein Malanchuk LLP
- Ernst & Young
- Evergreen Law Group
- Foster, Graham, Milstein & Calisher, LLP
- Fragomen, Del Rey, Bernsen & Loewy, LLP
- Freshfields Bruckhaus Deringer
- Fried Frank
- FTI Consulting Inc.
- Fulbright & Jaworski L.L.P.
- Gianni, Origoni Grippo & Partners
- Gibson, Dunn & Crutcher LLP
- Hahn Loeser & Parks LLP

- HBN Law
- Heller Ehrman LLP
- Herbert Smith CIS LLP
- Herbert Smith Ltd.
- Herrick & Feinstein MMOR Consulting
- Hogan & Hartson
- Houlihan Lokey Howard & Zukin Capital, Inc.
- Houser & Allison, APC
- Hunton & Williams LLP
- Jeffer, Mangels, Butler & Marmaro
- Jenner and Block LLP
- Jones Day
- Kahrl Roberts & Wutcher LLP
- Kellerhals Hess
- Kepley Brouscious & Biggs
- Klavins & Slaidins
- Kleyr Grasso Associes
- Kramer Levin Naftalis & Frankel LLP
- Krieg Devault LLP
- L.B. Smithplein 3
- Latham & Watkins LLP
- Lazard Freres & Co.
- Lewis and Roca LLP
- Locke Lord Bissell & Liddell LLP
- LS Horizon Ltd.
- Luboja & Thau, LLP
- Maples and Calder (Cayman Office)
- McKee Nelson
- McKenna Long & Aldridge LLP
- Meitar, Liquornik, Geva & Leshem Brandwein
- Menter, Rudin & Trivelpiece, P.C.
- Mercer Marsh & McLennan Companies
- Milbank, Tweed, Hadley & McCloy LLP
- Miller Canfield Paddock Stone
- Mitsui Company
- MM Arizona Holdings LLC
- MMOR Consulting
- Momo-o, Matsuo & Namba
- Morrison & Foerster LLP
- NautaDutilh N.V.
- NBP Clems
- Norton Rose LLP
- Ogier
- Oh-Ebashi LPC & Partners
- Paul, Hastings, Janofsky & Walker LLP
- Paul, Weiss, Rifkind, Wharton & Garrison LLP

- Pekin & Pekin
- Pite Duncan
- PricewaterhouseCoopers
- Prickett Jones & Elliott, P.A.
- Quinn Emanuel Urquhart Oliver & Hedges, LLP
- Raja & Tann
- Reilly Pozner & Connelly LLP
- Richards, Layton & Finger, P.A.
- Schulte, Roth, & Zabel LLP
- Sidley Austin LLP
- Sills Cummis Epstein & Gross P.C.
- Simpson Thacher & Bartlett LLP
- Skadden, Arps, Slate, Measgher & Flom LLP
- Smith Dollar
- Snell & Wilmer
- Sonnenschein Nath & Rosenthal
- Squire, Sanders & Dempsey L.L.P.,
- Stamford Law Corporation
- Stroock, Stroock & Lavan
- Thacher Proffitt & Wood LLP
- Tompkins, McGuire, Wachenfeld & Barry LLP
- Tozzini Freire Advogados
- Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis
- White & Case
- Willkie Farr & Gallagher LLP
- Windels Marx Lane & Mittendorf, LLP
- Woodbury & Santiago, P.A.

### **Litigation Claimants**

- Alaska Electrical Pension Fund
- Alex E. Rinehart
- Aliant Bank
- Annuity Fund et al. v. Lehman Brothers Holdings, Inc., et al.
- Avenius, et, al. v. Banc of America Securities LLC, et., al.
- Bader & Yakaitis P S P & Trust
- Bank of America, N.A.
- BHL Capital Partners L.P.
- BP Energy Company & BP Corporation North America Inc.
- Breakaway Solutions Inc.
- Carolina First Bank
- City of Cleveland, Ohio
- David Trent
- Declan Kelly
- Deutsche Bank AG
- Electronic Trading Group, LLC
- Elizabeth Foster

- Evergreen Solar, Inc.
- First Alliance Mortgage Company Class Action
- Fogarazzo, et al. v. Lehman Brothers Inc., et al. Claude A. Reese
- Fogel Capital Management, Inc.
- Forza Capital Management, L.L.C.
- Friedman, Billings, Ramsey Group, Inc.
- Hugh D. Barton
- In re Issuer Plaintiff Initial Public Offering Fee Antitrust Litigation (consolidated class action)
- In re Lehman Brothers Holdings, Inc. Derivative Litigation (Garber, Staehr, Locals 302 & 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust, and Saginaw Police & Fire Pension Board, plaintiffs)
- In re Mirant Corporation Securities Litigation (class action)
- In re Public Offering Antitrust Litigation (consolidated class action)
- IPO Class Actions
- J. Bader
- Keith Carpenter
- Keith Cheng
- Locals 302 & 612 of the International Union of Operating Engineers-Employers
- Mark Montag
- Mary Helbeyn
- Massachusetts Water Resources Authority
- Miron Berenshteyn
- Oliver Cheng
- Operative Plasterers and Cement Masons International Association Local 262 Annuity Fund
- Overstock.Com Inc., et, al. v. Morgan Stanely & Co. Inc., et, al.
- Research Analyst Independence Litigations
- Rye Select Broad Market Portfolio Limited
- Rye Select Broad Market XL Portfolio Limited
- Securities Investor Protection Corporation
- Sentinel Management Group, Inc.
- Sola Ltd. Royal Bank of America v. Lehman Brothers Special Financing
- Southern Community Financial Corporation, Southern Community Bank and Trust
- State Street Bank and Trust Company
- The Adelphia Recovery Trust
- The Options Clearing Corporation
- Wright et al v. Lehman Brothers Holdings Inc. et, al. (A. Vernon Wright and Dynoil Refining LLC, plaintiffs)

### **Largest Holders of Trade Debt**

1. 1221 Avenue of the Americas
2. 125 Broad Street
3. 1301 Properties Owner LP

4. 2027 Collections Center Drive
5. 4 Connections LLC
6. 425 Lexington Ave.
7. 515 South Flower Street
8. 55 Broadway
9. 767 Fifth Avenue
10. 77 West Wacker
11. A V Services Inc.
12. AC Nielsen Company
13. Acronis, Inc.
14. AFD Contract Furniture Inc.
15. Agilysys Nj, Inc.
16. Allen & Overy
17. Alpha Office Supplies Inc.
18. Anjarlekar & Associates
19. ANZ Banking Group Limited
20. Aperture Technologies
21. Ashurst Morris Crisp
22. Australia and New Zealand Banking Group Limited
23. Automated Securities Clearance Ltd.
24. Ayco Services Agency Inc.
25. Banctec Ltd.
26. Bank of America Plaza STE 3500 1041. Bank of Taiwan, New York Agency
27. Bank One Plaza
28. Bats Trading, Inc.
29. Bloomberg Finance LP
30. Bloomberg L.P.
31. Broadridge Securities Processing
32. BT Americas, Inc.
33. Cadwalader, Wickersham and Taft
34. Canary Wharf Management Limited
35. CB Richard Ellis Client Account RE Gloa
36. CDW Direct LLC
37. Centrale Attivita Finanziarie SPA
38. CHD Meridian Healthcare
39. Clayton Fixed Income Services, Inc.
40. Clifford Chance
41. Compliance Data Center Inc.
42. Compucenter (UK) Ltd.
43. Computer Associates International Inc.
44. Computer Financial Consultants, Inc.
45. Cushman & Wakefield Inc.
46. Cyveillance
47. Davis Polk and Wardwell
48. DBRS Inc.
49. Dell Marketing L.P.
50. Deutsche Borsche AG
51. DGWB, Inc.
52. Dimension Data

53. Diversified Global Graphics Group DG3
54. DnB NOR Bank ASA
55. Drowst Trading LLC
56. Elyo Services Limited
57. Emil Werr
58. Enterprise Solution Providers Inc.
59. Ernst & Young LLP
60. Ernst & Young Private Limited
61. EXLservice Holdings Inc.
62. Fidessa Plc.
63. First Commercial Bank Co., Ltd, New York Agency
64. FTInteractive Data
65. Gartner Group Inc.
66. Gotham Technology Group
67. Greenline Financial Technologies Inc.
68. Hanover Moving &Storage Co Inc.
69. Hatfield Philips International Limited
70. Haworth Singapore PTE Ltd.
71. Headstrong Services, LLC
72. Henegan Construction Co., Inc.
73. Hewlett Packard AP (Hong Kong) Limited
74. Hewlett Packard Company
75. HSBC Bank
76. IBM Corporation
77. ICAP Securities Limited 1078.
78. Information Builders Inc.
79. Intuition Publishing
80. Ikon Office Solutions Inc.
81. ILOG Inc.
82. Inconit Corporation
83. Information Builders Inc
84. Infusion Development Corp.
85. Integreon Managed Solutions
86. Interactive Data Corp.
87. Intuition Publishing Inc.
88. IPC Information Systems Inc.
89. Iron Mountain Digital Archives
90. Iron Mountain Records Management
91. JQ Network PTD Limited 1082
92. Kepner Tregoe Inc.
93. Key Systems
94. Kim & Chang
95. Kingston Communications PLC
96. KPMG, LLP
97. Lancaster Office Cleaning Co.
98. Lexis Nexis
99. Linklaters, S.L.
100. Liquid Engines, Inc.
101. Logical Information Machines

102. London & European Title Insurance Services Ltd.
103. London Borough of Tower Hamlets Rates
104. London Eastern Railway Limited
105. Mace Limited
106. McKee Nelson LLP
107. Mellon Analytical Solutions
108. Meridian IT, Inc.
109. Meridian It, Inc.
110. Michael Stapleton Associates
111. Microsoft Corporation
112. Microsoft Licensing, GP
113. Millennium Developers PVT Ltd.
114. Morse Group Limited
115. Morse Service Holdings Limited
116. National Bank of Australia
117. National Commerce Bank
118. Net One Systems
119. Network Appliance Inc.
120. Nishimura & Partners
121. Northrop Grunman
122. NYSE Market, Inc.
123. Origin HR Consulting Limited
124. Paul Weiss
125. Polaris Software Lab (India), Ltd.
126. Pricoa Relocation UK Limited
127. Quest Software Inc.
128. Rainmaker Group LLC
129. Restaurant Associates
130. Reuters America
131. Reuters Ltd.
132. Rittal Corporation
133. Rockefeller Center North, Inc.
134. Rolfe & Nolan Systems Inc.
135. RR Donnelley Receivables Inc.
136. SAS Institute Inc
137. Sharon Land Company, LLC
138. SOS Security Inc.
139. Standard & Poors
140. Standard and Poors Corp.
141. Standard Chartered Bank
142. Standard Register
143. Storage Technology Corp
144. Structure Group
145. Sungard Securities Finance Ltd.
146. Swapswire Limited
147. Swets Information Services Inc.
148. Tac Americas, Inc.
149. Taipei Fubon Bank, New York Agency
150. Tata Consultancy Services

151. The Bank Of New York
152. The British Land Company PLC
153. Thomson Financial
154. Tibco Software, Inc.
155. Transaction Network Services
156. Trilogy Leasing Co. LLC
157. Trimont Real Estate Advisors Inc.
158. Triple Point Technology, Inc.
159. Verrazano Consulting Solutions, LLC
160. Vertex Mortgage Services
161. Video Corporation Of America
162. Virtix
163. Wipro Technologies
164. Wombat Financial Software, Inc.
165. ZKB (Zurcher Kantonalbank)

### **Professionals Retained by Significant Creditor Groups**

- Akin Gump Strauss Hauer & Feld LLP
- FTI Consulting, Inc.
- Houlihan Lokey Howard & Zukin Capital, Inc.
- Milbank, Tweed, Hadley & McCloy LLP
- Munsch Hardt Kopf & Harr, P.C.
- Quinn Emanuel Urquhart Oliver and Hedges LLP
- The Wilson Law Firm, PC

### **Utilities**

- AT&T
- Cleveland Division of Water
- Cleveland Public Power
- ComEd
- Con Edison
- Dominion
- Illuminating
- Interstate Gas
- NEORS
- NSTAR Electric
- NYC Water Board
- Sempra Energy Solutions
- The Hess Corporation
- Time Warner

### **Committee Members**

- Aegon USA Investment Management
- Metlife
- Mizuho Corporate Bank, Ltd.
- RR Donnelley & Sons



- Shinsei Bank, Limited
- The Bank of NY Mellon
- The Royal Bank of Scotland, PLC
- The Vanguard Group
- Wilmington Trust Company

### **Selected Derivative Counterparties**

1. Advanced Graphic Printing, Inc.
2. Advanced Micro Devices, Inc.
3. AIG CDS, Inc.
4. Aircraft Finance Trust
5. Allison Transmission
6. AMBAC Credit Products, LLC
7. A.M. McGregor Home
8. American Investor Life Insurance Company
9. Aviva Life Insurance Company
10. Aviva Live & Annuity Company
11. Banca Italease S.p.A.
12. Banco Espirito Santo Investimento
13. Banco Espirito Santo
14. Bayview Financial, L.P.
15. Bayview Opportunity Master Fund, L.P.
16. Bremer Financial Corporation
17. BRM Group, Ltd.
18. Canadian National Resources Limited
19. Capital Automotive L.P.
20. Cheung Kong Bond Finance Limited
21. Chevron U.S.A. Inc.
22. City of Milwaukee, Wisconsin
23. Colorado Housing Finance Authority
24. Consolidated Container Company LLC
25. Convexity Capital Master Fund L. P.
26. Deer Park Road Corporation
27. Delaware River Port Authority
28. Deutsche Bank National Trust Company
29. Deutsche Bank Trust Company Americas
30. Dexia Bank Internationale a Luxembourg SA
31. Dexia Banque Belgique SA
32. Dexia Credit Local, Dexia Kommunalbank Deutschland AG
33. Direct Energy Business, LLC
34. E-Capital Profits Limited
35. Embarcadero Aircraft Securitization Trust
36. Emigrant Bank
37. Energy America LLC
38. Enterprise Products Operating, LLC
39. EPCO Holdings, Inc.
40. Federal Home Loan Bank of Dallas
41. FirstBank of Puerto Rico
42. Florida Power & Light Company

43. FPL Energy Power Marketing, Inc.
44. FSA Credit Protection Trust 283
45. Gaston Christian School, Inc.
46. Government of Singapore Investment Corp.
47. H21 Absolute Return Concepts SPC ARC-B07-20
48. H21 Absolute Return Portfolios SPC Class A
49. HarbourView CDO III, Limited
50. HFF I, LLC
51. Houghton Mifflin Harcourt Publishing Company
52. Iconix Brand Group, Inc.
53. Idaho Housing and Finance Association
54. Indianapolis Life Insurance Company (Inc)
55. ING Life Insurance & Annuity Company
56. ING USA Annuity & Life Insurance Company
57. Intel Corporation
58. Iowa Telecommunications Services Inc
59. Irish Life & Permanent PLC
60. Italease Finance S.p.A.
61. JA Solar Holdings Co., LTD.
62. Lexington Insurance Company
63. Life Investors Insurance Company of America
64. Lincore Limited
65. Linn Energy, LLC
66. MEG Energy Corp.
67. Metavante Corporation
68. Ministry of Finance Italy
69. Monumental Life Insurance Company (INC)
70. Natixis Environment & Infrastructures
71. Nebraska Investment Finance Authority
72. New Generation Funding Trust 15
73. New Generation Funding Trust 16
74. New Jersey Housing and Mortgage Finance Agency
75. New York Life & Annuity Insurance Corporation
76. New York Life INS & Annuity Corp Private Placi
77. New York Life Insurance Company Inc
78. Northcrest, Inc.
79. Occidental Power Services, Inc.
80. Official Committee of Unsecured Creditors
81. OHP Opportunity Limited Partnership
82. One Madison Investments (CAYCO) Limited
83. Pacific Life & Annuity Co
84. Pacific Lifecorp
85. Pacific Life Insurance Company
86. Portfolio Green German CMBS GMBH
87. Principal Financial Services Inc.
88. Putnam (183 ISDA's)
89. Reliastar Life Insurance Company
90. Reliastar Life Insurance Company of New York
91. Reynolds American Defined Benefit Master Trust

92. Riversource Life Insurance Company of New York
93. Russell Implementation Services Inc.
94. Russell Investment Group
95. Security Life of Denver Insurance Company
96. Security Life of Denver Insurance Company Inc
97. Simpson Meadows
98. Southern California Edison Company
99. Standard Credit Group LLC
100. Sunamerica Life Insurance Company
101. TFS (Germany)
102. TFS (TX)
103. TFS Derivatives Corporation
104. TFS Derivatives Total
105. TFS Derivatives Total
106. TFS Oil
107. TFS Oil Floor
108. TFS PWR NG
109. TFS Sing
110. TFS UK
111. TFS UK Cleared
112. TFS-ICAP
113. Tobacco Settlement Financing Corporation
114. Tradition (North America) Inc.
115. Tradition Asiel Securities Inc.
116. Tradition Services S.A. DE C.V. Mex
117. Transamerica Financial Life Insurance Co
118. Transamerica Occidental Life Insurance Co
119. Tullett Prebon Holdings Corporation
120. University of Pittsburgh
121. Verde CDO Ltd.
122. Verde CDO, LLC
123. Wellmont Health System
124. West Corporation
125. Zeeland Aluminium Company AG

## **Principal Investments**

1. Castex Energy 2007, L.P.
2. Castex Energy, Inc.
3. Crimson Exploration Inc.
4. David Arrington Oil & Gas Barnett Shale IV, LLC
5. David Arrington Oil & Gas, Inc.
6. Delta Prefco Limited
7. Delta Topco Limited
8. DHS Drilling Company
9. DHS Holding Company
10. Energy XXI Gulf Coast, Inc.
11. FDR Holdings, Ltd.

12. Frontier Drilling ASA
13. Frontier Drilling USA, Inc.
14. Greenbrier Minerals Holdings, LLC
15. Greenbrier Minerals, LLC
16. Hilcorp Energy I, L.P.
17. Hilcorp Exploration Venture 1 LLC
18. Jazz Pharmaceuticals, Inc.
19. JPI Commercial, LLC
20. Latshaw Drilling & Exploration Company
21. Latshaw Drilling Company, LLC
22. Minrad International, Inc.
23. Mountain Drilling Company
24. Mountain Drilling LLC
25. Orthovita, Inc.
26. Petsec Energy Inc.
27. RJO Holdings Corp.
28. RJO Investor Corp.
29. Sacher Funding Ltd.
30. SCP Worldwide I L.P.
31. Sixth Gear Funding Trust
32. Sixth Gear Inc.
33. Sixth Gear Solutions Corp.
34. SkyPower Corp.
35. Varel Funding Corp.
36. Varel International Ind., L.P.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
-----X	

**ORDER PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE  
BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL  
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO THE ENGAGEMENT DATE**

Upon consideration of the application, dated June 3, 2009 (the "Application"),<sup>1</sup> of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (collectively, the "Debtors"), pursuant to sections 327(e) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for authorization to employ and retain Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") as special counsel to the Debtors *nunc pro tunc* to the Engagement Date; and upon the Declaration of Dean A. Ziehl, a partner of PSZJ (the "Ziehl Declaration"), filed in support of the Application; and the Court being satisfied, based on the representations made in the Application and the Ziehl Declaration, that PSZJ represents no interest adverse to the Debtors or the Debtors' estates with respect to the matters upon which it is to be engaged, under section 327 of the Bankruptcy Code as modified by section 1107(b); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing

<sup>1</sup> Capitalized terms that are used but not defined in this order have the meanings ascribed to them in the Application.

Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); a and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is approved; and it is further

ORDERED that pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are hereby authorized to employ and retain PSZJ as special counsel to the Debtors on the terms set forth in the Application and this order, effective *nunc pro tunc* to the Engagement Date, for the Representative Matters identified in the Application and in accordance with PSZJ's customary rates in effect from time to time and its disbursement policies; and it is further

ORDERED that PSZJ shall apply for compensation and reimbursement of expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy

Code, applicable Bankruptcy Rules, the Local Rules and orders of the Court, guidelines established by the U.S. Trustee, and such other procedures that have been or may be fixed by order of this Court, including but not limited to the Court's Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [Docket No. 3102] and the Court's Order Appointing a Fee Committee and Approving a Fee Protocol [Docket No. 3651].

Dated: June \_\_, 2009  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE